Platform Specialty Products Corp
Form 424B4
November 13, 2014
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Filed Pursuant to Rule 424(b)(4)
Registration Statement Nos. 333-199816 and 333-200093

PROSPECTUS

14,300,000 Shares

Platform Specialty Products Corporation

Common Stock

We are offering up to 14,300,000 shares of our common stock (the Shares).

Our shares of common stock are listed on the New York Stock Exchange (the NYSE) under the ticker symbol PAH. On November 11, 2014, the last sale price of our common stock as reported on the NYSE was $25.01 per share.

We are an emerging growth company as defined in the Jumpstart Our Business Startups Act of 2012 (the JOBS Act) and have elected to take advantage of certain reduced public company reporting requirements.

Investing in our common stock involves risks. See Risk Factors beginning on page 20.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public offering price	$ 24.5000	$ 350,350,000
Underwriting discounts and commissions (1)	$ 0.8575	$ 12,262,250
Proceeds to us, before expenses	$ 23.6425	$ 338,087,750

(1) We refer you to Underwriting beginning on page 177 of this prospectus for additional information regarding underwriting compensation.

To the extent the underwriters sell more than 14,300,000 shares of our common stock, the underwriters have the option to purchase up to 2,145,000 additional shares at the public offering price, less the underwriting discounts and commissions, within 30 days of the date of this prospectus.

The underwriters expect to deliver the Shares against payment on or about November 17, 2014.

Joint Book-Running Managers

Barclays **Credit Suisse** **Nomura** **UBS Investment Bank**

Co-Managers

BTIG **CJS Securities** **CRT Capital** **Macquarie Capital** **Wells Fargo Securities**

Prospectus dated November 12, 2014.

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ABOUT THIS PROSPECTUS

No person has been authorized to give any information or make any representation concerning us, the underwriters or the Shares to be offered hereunder (other than as contained in this prospectus) and, if any such other information or representation is given or made, you should not rely on it as having been authorized by us or the underwriters. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus or as otherwise set forth in this prospectus.

The underwriters are offering the Shares only in jurisdictions where such issuances are permitted. The distribution of this prospectus and the sale of the Shares in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the distribution of this prospectus and the sale of the Shares outside the United States. This prospectus does not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, the Shares by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

Terms Used in This Prospectus

As used in this prospectus, unless the context otherwise requires, all references to we, us, our, the Company and Platform refer to Platform Specialty Products Corporation, a Delaware corporation, and its subsidiaries, collectively, for all periods subsequent to April 23, 2013 (inception). All references in this prospectus to our Predecessor refer to MacDermid, Incorporated, a Connecticut corporation (MacDermid) and its subsidiaries for all periods prior to our acquisition of MacDermid on October 31, 2013 (the MacDermid Acquisition). As used in this prospectus, Successor 2014 Three-Month Period refers to the period from April 1, 2014 to June 30, 2014, Predecessor 2013 Three-Month Period refers to the period from April 1, 2013 to June 30, 2013, Successor 2014 Six-Month Period refers to the period from January 1, 2014 to June 30, 2014, Predecessor 2013 Six-Month Period refers to the period from January 1, 2013 to June 30, 2013, Successor 2013 Period refers to the period from April 23, 2013 (inception) through December 31, 2013 and Predecessor 2013 Period refers to the ten month period from January 1, 2013 through October 31, 2013. Predecessor 2012 Period and Predecessor 2011 Period correspond to MacDermid s fiscal years ended December 31, 2012 and 2011, respectively.

All references in this prospectus to Agriphar refer to Percival S.A. and its agrochemical business, Agriphar. On October 1, 2014, we completed the acquisition of Percival S.A., including Percival S.A. s agrochemical business, Agriphar (the Agriphar Acquisition). See Summary Recent Developments Agriphar Acquisition and Our Business AgroSolutions.

All references in this prospectus to Chemtura AgroSolutions or CAS refer to the Chemtura AgroSolutions business of Chemtura Corporation, a Delaware corporation (Chemtura). On November 3, 2014, we completed the acquisition of CAS (the CAS Acquisition). See Summary Recent Developments CAS Acquisition, CAS Management s Discussi of Operations and Cash Flows and Our Business AgroSolutions.

All references in this prospectus to Arysta LifeScience or Arysta refer to Arysta LifeScience Limited. All references in this prospectus to Arysta Corporation refer to Arysta s wholly-owned Japanese subsidiary. On October 20, 2014, we entered into a share purchase agreement to acquire Arysta (the Arysta Acquisition and together with the Agriphar Acquisition and the CAS Acquisition, the Acquisitions). The proposed Arysta Acquisition is expected to close in the first quarter of 2015, subject to closing conditions customary for a transaction of this type. A description of Arysta s business is included in this prospectus. See Summary Recent Developments Proposed Arysta Acquisition, Arysta Management s Discussion of Operations and Cash Flows and Our Business AgroSolutions.

References to our common stock refer to the common stock of Platform, par value $0.01 per share.

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Trademarks and Trade Names

This prospectus contains some of our trademarks and trade names. All other trademarks or trade names of any other company appearing in this prospectus belong to their respective owners. Solely for convenience, the trademarks and trade names in this prospectus may be referred to without the ® and symbols, but such references should not be construed as any indicator that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto.

Industry and Market Data

We obtained the industry, market and competitive position data described or referred to throughout this prospectus from our own internal estimates and research, as well as from industry and general publications and research, surveys and studies conducted by third parties. While we believe our internal estimates and research are reliable and the market definitions are appropriate, such estimates, research and definitions have not been verified by any independent source. We caution you not to place undue reliance on this data.

Non-GAAP Financial Measures

The United States Securities and Exchange Commission (the SEC) has adopted rules to regulate the use of non-GAAP financial measures that are derived on the basis of methodologies other than in accordance with U.S. generally accepted accounting principles (GAAP). In this prospectus we present Adjusted EBITDA, which is a non-GAAP financial measure. Our management believes this non-GAAP financial measure provides useful information about our operating performance by excluding certain items and including other items that we believe are not representative of our core business. We also believe that this financial measure will provide investors with a useful tool for assessing the comparability between periods of our ability to generate cash from operations sufficient to pay taxes, to service debt and to undertake capital expenditures. We use certain of these financial measures for business planning purposes and in measuring our performance relative to that of our competitors. However, these measures should not be considered as alternatives to net sales or cash flows from operating activities as indicators of operating performance or liquidity. For additional information on why we present non-GAAP financial measures, the limitations associated with using non-GAAP financial measures and reconciliations of our non-GAAP financial measures to the most comparable applicable GAAP measure, see Summary Financial Data.

Other than the International Financial Reporting Standards (IFRS) consolidated financial statements of Arysta included in this prospectus, for periods up to and including the year ended December 31, 2012, Arysta only prepared unconsolidated financial statements in accordance with Irish generally accepted accounting principles (Irish GAAP), and Arysta Corporation only prepared consolidated financial statements in accordance with Japanese generally accepted accounting principles (JGAAP). Arysta prepared consolidated financial statements under JGAAP for the year ended December 31, 2013. A reconciliation from JGAAP to IFRS is presented in Note 25 to Arysta s audited consolidated financial statements included in this prospectus.

Unaudited Pro Forma Financial Information

The proposed Arysta Acquisition is a probable significant acquisition to us (at a significance level of greater than fifty percent) under Rule 3-05 and 1-02(w) of Regulation S-X under the Securities Act of 1933, as amended (the Securities Act). The CAS Acquisition, which was consummated on November 3, 2014, was also a significant acquisition (at a significance level of forty percent). As a result, we have included in this prospectus unaudited pro forma financial information based on the historical statements of Platform, CAS and Arysta, combined and adjusted to give effect to the CAS Acquisition and the proposed Arysta Acquisition as if each had occurred as of January 1, 2013 for purposes of the statements of operations and as of June 30, 2014 for purposes of the balance sheet data. For the year ended December 31, 2013, such pro forma financial information is also giving effect to the MacDermid Acquisition and the related financings as if they had occurred as of January 1, 2013 for purposes of the statement of operations. The unaudited pro forma combined consolidated financial information has been prepared in accordance with the basis of preparation described in Unaudited Pro Forma Financial Information Notes to the Unaudited Pro Forma Financial Information.

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The unaudited pro forma combined consolidated financial information presented herein is for informational purposes only and is not intended to represent or to be indicative of the consolidated results of operations or financial position that we would have reported had the MacDermid Acquisition, the CAS Acquisition and the Arysta Acquisition been completed as of the dates set forth in the unaudited pro forma combined consolidated financial information, and should not be taken as indicative of our future consolidated results of operations or financial position. The unaudited pro forma financial data has been prepared in accordance with the requirements of Regulation S-X of the Securities Act. However, neither the assumptions underlying the pro forma adjustments nor the resulting pro forma financial information have been audited or reviewed in accordance with any generally accepted auditing standards.

The unaudited pro forma combined consolidated financial information should be read in conjunction with our historical financial statements and with both CAS   and Arysta   s historical financial statements, all included in this prospectus.

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PROSPECTUS SUMMARY

This summary highlights selected information contained in this prospectus. This summary does not contain all of the information you should consider before investing in the Shares. You should carefully read this entire prospectus carefully, including the section titled Risk Factors, along with our, CAS and Arysta s financial statements, and the respective notes to those financial statements, before making an investment decision. This prospectus contains forward-looking statements, which involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth under Risk Factors and elsewhere in this prospectus.

Our Company

We are a global producer of high technology specialty chemical products and provider of technical services. Our business involves the manufacture of a broad range of specialty chemicals, created by blending raw materials, and the incorporation of these chemicals into multi-step technological processes. These specialty chemicals and processes are sold into multiple industries including agricultural, electronics, graphic arts, metal and plastic plating, and offshore oil production and drilling.

As our name Platform Specialty Products Corporation implies, we continually seek opportunities to act as an acquirer and consolidator of specialty chemical businesses on a global basis, particularly those meeting Platform s asset-lite, high-touch philosophy, which involves prioritizing extensive resources to research and development and highly technical, post-sale customer service, while managing conservatively our investments in fixed assets and capital expenditures. To date, Platform has completed three acquisitions, the MacDermid Acquisition, on October 31, 2013, the Agriphar Acquisition, on October 1, 2014, and the CAS Acquisition, on November 3, 2014. On October 20, 2014, Platform announced the proposed Arysta Acquisition, which is expected to close in the first quarter of 2015, subject to closing conditions customary for a transaction of this type. See Recent Developments and Risk Factors Risks Related to the Acquisitions There can be no assurance that the Arysta Acquisition will be completed.

Our History

We were initially incorporated with limited liability under the laws of the British Virgin Islands on April 23, 2013 under the name Platform Acquisition Holdings Limited. We were created for the purpose of acquiring a target company or business with an anticipated enterprise value of between $750 million and $2.50 billion. We completed our initial public offering in the United Kingdom on May 22, 2013, raising net proceeds of approximately $881 million, and were listed on the London Stock Exchange.

On October 31, 2013, we indirectly acquired substantially all of the equity of MacDermid Holdings, LLC (MacDermid Holdings), which, at the time, owned approximately 97% of MacDermid. As a result, we became a holding company for the MacDermid business. We acquired the remaining 3% of MacDermid (the MacDermid Plan Shares) on March 4, 2014, pursuant to the terms of an Exchange Agreement, dated October 25, 2013, between us and the fiduciaries of the MacDermid, Incorporated Profit Sharing and Employee Savings Plan (the MacDermid Savings Plan). Concurrently with the closing of the MacDermid Acquisition, we changed our name to Platform Specialty Products Corporation. On January 22, 2014, we changed our jurisdiction of incorporation from the British Virgin Islands to Delaware (the Domestication), and on January 23, 2014, our shares of common stock began trading on the NYSE under the ticker symbol PAH.

Our Business

Until consummation of the CAS Acquisition, we managed our business in two operating segments: Performance Materials and Graphic Solutions. Upon consummation of the CAS Acquisition, we created a new operating segment, AgroSolutions, which includes Agriphar s and CAS complementary businesses. Upon consummation of the proposed Arysta Acquisition, AgroSolutions will also include Arysta s business. See Our Business AgroSolutions.

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Our Performance Materials segment manufactures and markets dynamic chemistry solutions that are used in the electronics, automotive and oil and gas production and drilling industries. We operate in the Americas, Asia and Europe. Our products include surface and coating materials and water-based hydraulic control fluids. In conjunction with the sale of these products, we provide extensive technical service and support to ensure superior performance in their application.

Our Graphic Solutions segment primarily produces and markets photopolymers through an extensive line of flexographic plates that are used in the commercial packaging and printing industries. Our operations in the Graphic Solutions segment are predominantly in the Americas and Europe.

Our AgroSolutions segment focuses on a wide variety of proven plant health and pest control products to growers, which are comprised of specific target applications in the following major product lines: seed treatment, insecticides, miticides, herbicides, fungicides, honey bee health, plant growth regulators, adjuvants and home applications (home and garden and ectoparasiticides). We offer innovative seed treatment and crop protection applications and value-added customer solutions, drawing upon our registration expertise and capabilities in numerous geographies and our large established distribution network.

We sell our products into three main geographic regions: the Americas, Asia and Europe. Because our segments utilize shared facilities and administrative resources but offer products that are distinct from one another, we make decisions about how to manage our operations by reference to each segment and not with respect to the underlying products or geographic regions that comprise each segment.

Recent Developments

Amendments to Credit Agreement

On August 6, 2014, we, Barclays Bank PLC, the several lenders from time to time party thereto and the other parties thereto further amended our senior secured credit facility by entering into a second amended and restated credit agreement (the Second Amended and Restated Credit Agreement), which generally provides for, among other things, (i) Platform as a borrower under the term loan facility, (ii) increased flexibility with respect to permitted acquisitions, (iii) the ability to request incremental facilities in currencies other than U.S. Dollars, and (iv) securing foreign assets in support of future term loans. The Amended and Restated Credit Agreement also allows us, subject to certain limitations, to extend the maturity of our term loans and/or revolving credit commitments.

In addition, on August 6, 2014 we, Barclays Bank PLC, the several lenders from time to time party thereto and the other parties thereto, agreed to further amendments to the Amended and Restated Credit Agreement (the Further Amendments, and together with the Second Amended and Restated Credit Agreement, the Amended and Restated Credit Agreement). Pursuant to the Further Amendments, which became effective upon the consummation of the CAS Acquisition on November 3, 2014, (i) we borrowed new term loans in an aggregate principal amount of $130 million through an increase in our existing tranche B term loan facility (the New Tranche B Term Loans), (ii) our existing U.S. Dollar revolving credit facility was increased by $62.5 million to $87.5 million, and (iii) our existing multicurrency revolving credit facility was increased by $62.5 million to $87.5 million. On the date of the CAS Acquisition, we borrowed $60 million under the U.S. Dollar revolving credit facility and 55 million ($69 million assuming an exchange rate of $1.26 per 1.00) under the multicurrency revolving credit facility. In addition, new term loans denominated in Euros in an aggregate amount of 205 million, or approximately $259 million assuming an exchange rate of $1.26 per 1.00 (the Euro Tranche Term Loans) were borrowed by a newly formed indirect subsidiary of Platform, MacDermid Agricultural Solutions Holdings B.V., a company organized under the laws of the Netherlands (MAS Holdings), and Netherlands Agricultural Investment Partners, LLC (NAIP), a Delaware limited liability company and subsidiary of Platform, serving as a United States co-borrower. Pursuant to the Further Amendments, MAS Holdings and NAIP were added as borrowers under the Amended and Restated Credit Agreement in respect of the Euro Tranche Term Loans and certain domestic and foreign subsidiaries of Platform and MacDermid, including MAS Holdings and NAIP, became guarantors under our Amended and Restated Credit Agreement, and in connection therewith, pledged certain additional collateral to secure the obligations incurred under the Euro Tranche Term Loans and/or other loans incurred under the facility.

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With the exception of the collateral package as noted above and the interest rate, the terms of the Euro Tranche Term Loans are substantially similar to Platform s New Tranche B Term Loans and bear interest at a rate per annum equal to an applicable margin plus an adjusted Eurocurrency Rate, calculated as set forth in the Amended and Restated Credit Agreement, and mature on June 7, 2020. As amended by the Further Amendments, the Amended and Restated Credit Agreement now also provides for, among other things, additional flexibility with respect to certain limiting covenants, including by increasing certain dollar baskets.

On October 1, 2014, we and MacDermid, as borrowers, MacDermid Holdings, certain subsidiaries of MacDermid Holdings and Platform, Barclays Bank PLC, as collateral agent and administrative agent, and the incremental lender entered into an incremental amendment No. 1 (the Incremental Amendment) to the Amended and Restated Credit Agreement through an increase in our existing Tranche B Term Loans under the Amended and Restated Credit Agreement (the New USD Term Loans) in an aggregate principal amount of $300 million. Except as set forth in the Incremental Amendment, the New USD Term Loans have identical terms as the existing Tranche B Term Loans (as defined in the Amended and Restated Credit Agreement) and are otherwise subject to the provisions of the Amended and Restated Credit Agreement. The proceeds from the Incremental Amendment were used to finance the Agriphar Acquisition.

As a result of the Incremental Amendment and the Further Amendments, on November 7, 2014, we have (i) approximately $1,437 million outstanding under our first lien credit facility (including new term loans denominated in Euros in an aggregate of 205 million) and (ii) approximately $129 million outstanding under our revolving credit facilities (including revolving credit facility borrowings denominated in Euros in an aggregate of 55 million).

Private Placements

On May 20, 2014, we completed a private placement to certain qualified institutional buyers and a limited number of institutional accredited investors (the May Private Placement). In the May Private Placement, we sold an aggregate of 15,800,000 shares of our common stock at a purchase price of $19.00 per share, raising net proceeds of approximately $287 million, after deducting placement agents commissions and fees and offering and transaction expenses of the placement agents and us. Pursuant to a registration rights agreement we entered into in connection with the May Private Placement, on June 13, 2014, we filed a resale registration statement on Form S-1, resulting in the registration of 14,825,000 of the shares sold in the May Private Placement. Such registration statement was declared effective on June 19, 2014.

On October 8, 2014 and November 6, 2014, we completed a private placement to certain qualified institutional buyers and a limited number of institutional accredited investors of an aggregate of 16,060,960 shares and 9,404,064 shares, respectively, of our common stock at a price of $25.59 per share (the October/November Private Placement). In the October/November Private Placement, we received net proceeds of approximately $651.5 million, after deducting fees and offering expenses. Pursuant to registration rights agreements we entered into in connection with the October/November Private Placement, on November 3, 2014, we filed a resale registration statement on Form S-1 to register the resale of all of the shares sold in the October/November Private Placement, which resale registration statement was amended on November 10, 2014. This registration statement was declared effective on November 10, 2014.

Agriphar Acquisition

On October 1, 2014, we completed the acquisition of Agriphar, whose product portfolio includes a wide range of herbicide, fungicides and insecticides, pursuant to the agreement, dated August 4, 2014 (the Agriphar Acquisition Agreement), by and among MAS Holdings, as the purchaser, Platform, as the guarantor, and a representative of

Percival, as the seller. Pursuant to the terms of the Agriphar Acquisition Agreement, MAS Holdings acquired 100% of the equity interests of Percival for a purchase price of 300 million (approximately $379 million assuming an exchange rate of $1.26 per 1.00), consisting of 285 million in cash (approximately $360 million assuming an exchange rate of $1.26 per 1.00) and 711,551 restricted shares of our common stock, which will become unrestricted beginning

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January 2, 2018 unless agreed otherwise in accordance with the terms of the Agriphar Acquisition Agreement. These shares can also be transferred back to us within six-months after the closing of the Agriphar Acquisition for 15 million (approximately $19 million assuming an exchange rate of $1.26 per 1.00).

Agriphar is a European crop protection group supported by a team of researchers and regulatory experts which provides a wide range of herbicides, fungicides and insecticides with end markets primarily across Europe. We believe Agriphar s wide variety of product applications and expertise will increase the anticipated benefits from the recently consummated CAS Acquisition and the proposed Arysta Acquisition, if and when completed. For the year ended December 31, 2013, Agriphar had $164.3 million of revenue and $20.4 million of net income.

For more information about Agriphar s business and a general presentation of our new operating segment, AgroSolutions, which was recently created upon the consummation of the CAS Acquisition, see Our Business AgroSolutions.

CAS Acquisition

On November 3, 2014, we completed the acquisition of CAS for approximately $1.00 billion, consisting of $950 million in cash, subject to certain post-closing working capital and other adjustments, 2,000,000 shares of our common stock and the assumption of certain liabilities by Platform.

Established over 50 years ago, CAS is a leading niche provider of seed treatment and agrochemical products for a wide variety of crop protection applications in numerous geographies. CAS focuses on specific target applications in seven major product lines: seed treatments; insecticides; miticides; herbicides; fungicides; plant growth regulators; and adjuvants. CAS develops, sells and registers its own products, as well as products manufactured by others on a license or resale basis.

For more information about CAS financial performance, see Unaudited Pro Forma Financial Information, other related pro forma information included in Summary Financial Data and in this prospectus, and CAS financial statements for the fiscal years ended December 31, 2013 and 2012 and the six-month periods ended June 30, 2014 and 2013, included in this prospectus. For a general presentation of our new operating segment, AgroSolutions, which was created upon the consummation of the CAS Acquisition, see Our Business AgroSolutions, included in this prospectus.

Proposed Arysta Acquisition

On October 20, 2014, we entered into a share purchase agreement (the Arysta Acquisition Agreement) pursuant to which Platform agreed to acquire Arysta, a leading global provider of crop solutions, with expertise in agrochemical and biological products, for approximately $3.51 billion, consisting of $2.91 billion in cash, subject to working capital and other adjustments, and $600 million of new Series B convertible preferred stock of the Company (the Series B Convertible Preferred Stock). The closing of the proposed Arysta Acquisition is subject to the satisfaction or waiver of certain closing conditions customary for a transaction of this type, including expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and approvals of government authorities and antitrust authorities from certain non-U.S. jurisdictions.

Arysta has a solutions-oriented business model that focuses on product innovation to address grower needs. Arysta s solutions are delivered on a local basis, utilizing globally managed patented and proprietary off-patent agrochemical active ingredients (AIs) and biological solutions, or biosolutions, complemented by a broad portfolio of regionally managed off-patent agrochemical offerings. Biosolutions includes biological stimulants, or biostimulants, innovative nutrition and biological control, or biocontrol, products. Arysta employs a targeted market strategy aimed at specific regions and crops where it is believed that its market position, product portfolio and capabilities enable Arysta to achieve sustainable high growth and a strong leadership position.

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The Arysta Acquisition Agreement contains representations and warranties customary for a transaction of this type. However, no representations or warranties will survive the closing of the Arysta Acquisition, except for (i) the seller s representations with respect to its ownership of Arysta s equity and its authority to enter into the Arysta Acquisition Agreement and to consummate the Arysta Acquisition, and (ii) Platform s representations with respect to its due organization, its authority to enter into the Arysta Acquisition Agreement and to consummate the Arysta Acquisition, and its solvency immediately following the closing of the Arysta Acquisition.

The seller has also agreed to various customary covenants and agreements regarding Arysta, including the seller s covenants to cause Arysta and its subsidiaries, during the period between the execution of the Arysta Acquisition Agreement and the closing of the Arysta Acquisition, (A) to conduct their business in the ordinary course of business consistent with past practices and procedures, and (B) without the prior written consent of Platform (which consent will not be unreasonably withheld, conditioned or delayed), among other things, (i) not to make any amendments to the organizational documents of any of Arysta s subsidiaries in a manner adverse to Platform in any material respect, (ii) not to purchase any securities or make any material investment in any person, or otherwise acquire direct or indirect control over any Person, (iii) not to incur, assume or guarantee any indebtedness as defined in the Agreement, except for borrowings under Arysta s existing credit facilities in the ordinary course of business, (iv) not to sell, transfer, lease, sublease or otherwise dispose of any properties or assets other than immaterial assets or properties in the ordinary course of business, (v) not to amend or otherwise modify or terminate (other than allowing expiration according to its scheduled term) any of its material contracts other than in the ordinary course of business and (vi) not to engage in or take certain other kinds of transactions or actions during such period, as more fully described in the Agreement. Platform covenants, among other things, (A) during the period between the execution of the Agreement and the closing of the Arysta Acquisition, not to (i) acquire or agree to acquire, including by merging or consolidating with, or by purchasing a substantial portion of the assets of or equity in, any business of any person or business organization if such acquisition or proposed acquisition could reasonably be expected to (a) delay any authorization from any governmental antitrust authority necessary to complete the Arysta Acquisition, (b) delay or adversely affect Platform s ability to obtain debt financing in connection with the Arysta Acquisition or (c) delay or prevent the consummation of the Arysta Acquisition, (ii) amend, alter or repeal any of its organizational documents if such amendment, alteration or repeal would be adverse to the seller in any material respect, (iii) declare, set aside or pay any dividend or other distribution payable in cash, capital stock, property or otherwise with respect to any of its equity interests, except in respect of our Series A preferred stock (the Series A Preferred Stock) and (iv) authorize or create any shares of any class or series of stock of Platform ranking senior to or on parity with the Series B Convertible Preferred Stock with respect to the payment of dividends, redemption or the distribution of assets upon any liquidation, dissolution or winding up of Platform, and (B) to reserve for issuance a sufficient number of shares of common stock of Platform for issuance upon conversion of the Series B Convertible Preferred Stock.

When issued, each share of Series B Convertible Preferred Stock may be converted into such number of shares of common stock of Platform as is determined by dividing a $1,000 liquidation preference by a conversion price of $27.14. Platform has also agreed to enter into a registration rights agreement with the seller pursuant to which Platform would be obligated to file with the SEC a registration statement to register the resale of the shares of common stock of Platform issuable upon conversion of the Series B Convertible Preferred Stock. The form of the certificate of designation for the Series B Preferred Stock and the registration rights agreement are attached as Exhibits A and B, respectively, to the Arysta Acquisition Agreement, which is filed as an exhibit to the registration statement of which this prospectus forms a part.

Each share of Series B Convertible Preferred Stock that is not previously converted to common stock will be subject to automatic redemption on either (a) the earlier of (i) October 20, 2016 and (ii) four months prior to the maturity of the mandatory preferred stock contemplated by the Debt Commitment Letter (as defined under Acquisition Financing Arysta below), if such security is issued; provided that such maturity date shall not be prior to the earlier of

(x) the first anniversary of the original issue date of the Series B Convertible Preferred Stock and (y) 90 days prior to the maturity of the mandatory preferred stock contemplated by the Debt Commitment Letter (the Maturity Date) or (b) the occurrence of (i) a merger of Platform or a subsidiary of Platform where more than 50% of the voting power of the surviving corporation is held by persons other than the stockholders of Platform, (ii) the sale of all or substantially all of the assets or subsidiaries of Platform in a single transaction or series of related transactions or (iii) a bankruptcy or liquidation of Platform (each of clauses (i), (ii) and (iii), a Triggering Event). The redemption price for each share of Series B Convertible Preferred Stock will be $1,000, which must be paid in cash in the event of redemption upon a Triggering Event. The redemption price may be paid in cash or shares of common stock (valued at $27.14 per share), at the option of Platform, in the event of redemption at the Maturity Date. However, Platform may not issue more than 22,107,590 shares of common stock in connection with a redemption at the Maturity Date. To the extent that the aggregate value of such 22,107,590 shares of common stock is less than $600 million (based on a 10-day volume weighted average price), then, pursuant to the Arysta Acquisition Agreement, such shortfall would be payable in cash by Platform as additional purchase price. Assuming that this offering is consummated, we do not intend to issue any mandatory preferred stock contemplated by the Debt Commitment Letter in connection with the Arysta Acquisition.

The Arysta Acquisition Agreement also contains customary provisions governing circumstances under which the parties may terminate the Agreement, including the right of Platform or the seller, as the case may be, to terminate the Agreement if the transactions contemplated therein have not been consummated on or before June 1, 2015, subject to certain conditions, and subject to extension to August 3, 2015 if certain regulatory approvals have not been obtained. Neither Platform nor the seller is responsible for a termination fee in any event.

There can be no assurance that the Arysta Acquisition will close, or be completed in the time frame, on the terms or in the manner currently anticipated, as a result of a number of factors including, among other things, the failure of one or more of the conditions to closing. See Risk Factors Risks Related to the Acquisitions There can be no assurance that the Arysta Acquisition will be completed. The closing of this offering is not conditioned on, and is expected to be consummated before, the closing of the Arysta Acquisition.

As Arysta is being acquired by a U.S. company, the Arysta Acquisition Agreement provides that prior to the closing of the Arysta Acquisition, the seller will cause Arysta to terminate all the business and operations of Arysta and its subsidiaries in or directed to certain countries subject to sanctions by the United States. We can make no assurance that Arysta will fully wind down these operations, and to the extent that it does not, the closing of the Arysta Acquisition could be delayed or may not occur at all. In addition, to the extent that any action by Arysta prior to the consummation of the Arysta Acquisition is deemed to have violated applicable laws, Platform could face the risk of potential investigations or enforcement actions (including potential successor liability) related to those acts.

For more information about Arysta s financial performance, see Unaudited Pro Forma Financial Information, other related pro forma information included in Summary Financial Data in this prospectus, and Arysta s financial statements for the fiscal years ended December 31, 2013 and 2012 and the six-month periods ended June 30, 2014 and 2013, included in this prospectus. For a general presentation of our new operating segment, AgroSolutions, which was created upon consummation of the CAS Acquisition and which, upon consummation of the Arysta Acquisition, will also include Arysta s business, see Our Business AgroSolutions, included in this prospectus.

Acquisition Financing

Agriphar. We funded the Agriphar Acquisition with the proceeds from the aforementioned Incremental Amendment and cash on hand.

CAS. We funded the cash portion of the purchase price and related transaction expenses of the CAS Acquisition through a combination of available cash on hand, and borrowings under an increase in term loans of approximately $389 million (approximately $259 million of which is denominated in Euros), $60 million under the U.S. Dollar revolving credit facility and 55 million ($69 million assuming an exchange rate of $1.26 per 1.00) under the multicurrency revolving credit facility under the Amended and Restated Credit Agreement, as amended upon the effectiveness of the Further Amendments.

Arysta. We plan to fund the cash portion of the proposed Arysta Acquisition through a combination of the net proceeds of equity (including the Shares offered hereby) or debt offerings, available cash on hand, the financial arrangements described below and/or possible other financings. Pursuant to the Arysta Acquisition Agreement, we deposited $400 million into an escrow account and agreed to deposit an additional $200 million into such escrow account no later than November 28, 2014. The release of any amounts from such escrow account is subject to the prior written consent of the seller. The funds in the escrow account are intended to be released to the seller in connection with the consummation of the Arysta Acquisition. The seller in the Arysta Acquisition will also receive $600 million of our Series B Convertible Preferred Stock (the Arysta Seller Financing). The closing of this offering is not conditioned on, and is expected to be consummated before, the closing of the Arysta Acquisition.

On October 20, 2014, we entered into a commitment letter (the Debt Commitment Letter) with Barclays Bank PLC, Credit Suisse AG, Cayman Islands Branch, Credit Suisse Securities (USA) LLC, Nomura Corporate Funding Americas, LLC, Nomura Securities International, Inc., UBS AG, Stamford Branch and UBS Securities LLC (collectively, the Commitment Parties) for (i) $1.6 billion of first lien incremental term loans (the Term Facility) to be incurred under the Amended and Restated Credit Agreement and (ii) senior unsecured bridge loans (the Senior Bridge Facility and together with the Term Facility, the Facilities in an aggregate principal amount of $750 million, for the purposes of financing the proposed Arysta Acquisition and the fees and expenses in connection therewith, on the terms and subject to the conditions set forth in the Debt Commitment Letter. The Commitment Parties obligation to provide the Facilities is subject to a number of customary conditions precedent. Furthermore, we are under no obligation to borrow under the Facilities and we anticipate seeking a number of alternative financings for the proposed Arysta Acquisition in lieu of the Facilities, including, but not limited to, equity (including the Shares offered hereby) or debt offerings and other borrowings under our Amended and Restated Credit Agreement.

For a complete discussion of our anticipated and backstop financing plans with respect to the Arysta Acquisition, see Use of Proceeds.

Third Quarter Results

Set out below are certain unaudited financial results for each of Platform, CAS and Arysta in respect of the three and nine months ended September 30, 2014.

Platform

On November 5, 2014, we issued a press release and filed a Form 8-K announcing our financial results for the three and nine months ended September 30, 2014. The following unaudited financial results were included in that announcement. We expect to file our quarterly report on Form 10-Q for the quarterly period ended September 30, 2014 on November 14, 2014.

The 2013 as reported quarterly and year-to-date information is based on Predecessor information and does not reflect the purchase accounting effect of the MacDermid Acquisition on October 31, 2013. In order to perform a proper comparison between the 2013 and 2014 periods, we have made certain adjustments to our reported numbers, as detailed in the financial tables below, to assist in this comparison of the profit and loss data provided below. We believe that this as adjusted format better reflects a comparable analysis of the numbers being presented.

In addition, because the Agriphar Acquisition and the CAS Acquisition were consummated subsequent to September 30, 2014, and the proposed Arysta Acquisition has not been consummated, the financial results of Agriphar, CAS and Arysta are not reflected in our financial results for the three months and nine months ended September 30, 2014 presented below.

For the three months ended September 30, 2014 (unaudited):

Net sales increased $8.3 million, or 4.4%, to $196.8 million, compared to $188.4 million for the same period in 2013.

Reported gross profit increased $4.3 million, or 4.3%, to $103.2 million, compared to $99.0 million for the same period in 2013.

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Reported net income declined to $11.9 million, compared to $14.5 million for the same period in 2013.

Adjusted EBITDA increased $4.9 million to $52.5 million, compared to $47.6 million for the same period in 2013 representing a record level.

For the nine months ended September 30, 2014 (unaudited):

Net sales increased $9.1 million, or 1.6%, to $569.6 million, compared to $560.6 million for the same period in 2013.

Reported gross profit decreased $4.7 million, or 1.6%, to $284.1 million, compared to $288.8 million for the same period in 2013.

Reported net income declined to $4.1 million, compared to $23.9 million for the same period in 2013.

Adjusted EBITDA increased $11.0 million to $146.6 million, compared to $135.6 million for the same period in 2013 representing a record level.

Adjusted EBITDA is a non-GAAP financial measure. For a definition of Adjusted EBITDA and additional information on why we present non-GAAP financial measures as well as the limitations associated with using non-GAAP financial measures, see Summary Financial Data.

Platform Specialty Products Corporation

Statement of Operations Data

(Unaudited)

($ In thousands)

	Successor	***Successor***	***Predecessor***	***Successor***	***Successor***	***Predecessor***
	Three Months Ended September 30, 2014	**Three Months Ended September 30, 2013**	**Three Months Ended September 30, 2013**	**Nine Months Ended September 30, 2014**	**Period from Inception (April 23, 2013) to September 30, 2013**	**Nine Months Ended September 30, 2013**
Net sales	$ 196,782	$	$ 188,433	$ 569,640	$	$ 560,557
Gross profit	$ 103,224	$	$ 98,972	$ 284,133	$	$ 288,827
Total operating expenses	$ 79,861	$ 4,773	$ 60,352	$ 251,172	$ 4,870	$ 183,799
Operating profit (loss)	$ 23,363	$ (4,773)	$ 38,620	$ 32,961	$ (4,870)	$ 105,028
Income (loss) before income taxes,	$ 12,322	$ (4,710)	$ 21,500	$ 5,915	$ (4,790)	$ 45,141

non-controlling interests and accrued payment-in-kind dividends on cumulative preferred shares						
Income tax benefit (provision)	$ 1,595	$	$ (6,864)	$ 3,542	$	$ (20,932)
Net income (loss)	$ 13,917	$ (4,710)	$ 14,636	$ 9,457	$ (4,790)	$ 24,209
Net income attributable to the non-controlling interests	$ (2,046)	$	$ (139)	$ (5,380)	$	$ (319)
Net income (loss) attributable to common shareholders	$ 11,871	$ (4,710)	$ 14,497	$ 4,077	$ (4,790)	$ 23,890
Accrued payment-in-kind dividend on cumulative preferred shares	$	$	$ (1,028)	$	$	$ (22,100)
Net income (loss) attributable to common shares	$ 11,871	$ (4,710)	$ 13,469	$ 4,077	$ (4,790)	$ 1,790

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Platform Specialty Products Corporation

Balance Sheet Data

(Unaudited)

($ In thousands)

	September 30, 2014	December 31, 2013
Cash	$ 281,676	$ 123,040
Restricted cash	$ 315,000	$
Total current assets	$ 911,704	$ 383,452
Total assets	$ 2,729,620	$ 2,260,154
Total current liabilities	$ 141,310	$ 119,673
Total liabilities	$ 1,150,038	$ 1,124,080
Total stockholders equity	$ 1,481,195	$ 1,019,081
Total liabilities, redeemable 401(k) interest and stockholders equity	$ 2,729,620	$ 2,260,154

Reconciliation of Non-GAAP Measures

Includes Predecessor and Successor data

(in millions)	*Predecessor* Three Months Ended September 30, 2013	*Successor* Three Months Ended September 30, 2014	*Predecessor* Nine Months Ended September 30, 2013	*Successor* Nine Months Ended September 30, 2014
Net income	$ 14.5	$ 11.9	$ 23.9	$ 4.1
Adjustments to reconcile to net income (loss):				
Income tax expense (benefit)	6.9	(1.6)	20.9	(3.5)
Interest expense	16.2	8.1	41.0	23.8
Depreciation and amortization expense	9.7	19.0(1)	29.5	57.3(1)
Unrealized (gain) loss on foreign currency denominated debt			(1.1)	(2)
Unrealized loss on foreign exchange forward contracts		2.6(3)		2.6(3)
Restructuring and related expenses	0.2	0.6	1.9	1.0(4)
Manufacturer s profit in inventory (purchase accounting)				12.0(5)
Non-cash fair value adjustment to contingent consideration		2.3		26.1(6)
Acquisition costs		8.2		18.8(7)

Debt Extinguishment			18.8	(8)
Other expense (income)	0.1	1.4(9)	0.7	4.4(9)
Adjusted EBITDA	$ 47.6	$ 52.5	$ 135.6	$ 146.6

Footnotes:

(1) Includes $14.3 million in the three months ended September 30, 2014 and $6.7 million in the three months ended September 30, 2013 and $43.6 million in the nine months ended September 30, 2014 and $20.2 million in the nine months ended September 30, 2013 for amortization expense that is added back in the as adjusted income statement.
(2) Predecessor adjustment to other income for non-cash gain on foreign denominated debt.
(3) Adjustment to reverse net unrealized loss on foreign exchange forward contracts in connection with the Chemtura and Agriphar Acquisitions.
(4) Includes restructuring expenses of $1.9 million of reorganization costs adjusted out of operating expenses for the nine months ended September 30, 2013.
(5) Adjustment to reverse manufacturer s profit in inventory purchase accounting adjustment associated with the MacDermid Acquisition.
(6) Adjustment to fair value of contingent consideration in connection with the MacDermid Acquisition primarily associated with achieving the share price targets.
(7) Adjustment to reverse deal costs primarily in connection with the Chemtura and Agriphar Acquisitions.
(8) Adjustment to reverse debt extinguishment charge in connection with debt from Predecessor recapitalization.
(9) Adjustment for 2014 primarily for reversal of the income attributable to the non-controlling interest resulting from the MacDermid Acquisition. For 2013, adjustment to reverse miscellaneous non-recurring charges.

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CAS

The unaudited third quarter financial data provided below in respect of the Chemtura AgroSolutions segment has been prepared in accordance with GAAP. The Chemtura AgroSolutions segment data reported in Chemtura s quarterly report on Form 10-Q is prepared on a different basis than CAS carve-out financial information and may not include (i) all adjustments to certain costs necessary to present CAS on a carve-out basis, and (ii) certain adjustments related to portions of entities we did not acquire in the CAS Acquisition. Accordingly, CAS independent auditors do not express any form of assurance that the unaudited financial data of the Chemtura Agrosolutions segment presented below is representative in any way of what CAS financial results would be on a carve-out entity basis.

Based upon information contained in the quarterly report on Form 10-Q filed by Chemtura on October 28, 2014, the unaudited Chemtura AgroSolutions segment s financial data for the three months ended September 30, 2014 is as follows:

- sales of approximately $113 million as compared to approximately $119 million for the same period in 2013; and

- operating profit of approximately $20 million as compared to approximately $24 million for the same period in 2013.

Based upon information contained in the earnings press release issued by Chemtura on October 28, 2014, unaudited adjusted EBITDA for the Chemtura AgroSolutions segment for the three months ended September 30, 2014 was $23 million as compared to $28 million for the same period in 2013.

CAS is in the process of finalizing its unaudited carve-out financial information for the three and nine months ended September 30, 2014. CAS carve-out financial information for the three and nine months ended September 30, 2014 has not been audited, reviewed or subject to any other procedures by CAS independent auditors.

The Chemtura AgroSolutions financial data presented above is for informational purposes only and is not intended to represent or be indicative of CAS carve-out financial information for the three months ended September 30, 2014, which once finalized, may be lower than the Chemtura AgroSolutions segments financial data indicated above. Accordingly, investors should not place undue reliance on these preliminary estimates of CAS carve-out financial information for the three months ended September 30, 2014.

Arysta

The unaudited third quarter information provided below in respect of Arysta has been prepared in accordance with IFRS as issued by the IASB but has not been reviewed or subject to any other procedures by Arysta s independent auditors. Accordingly, Arysta s independent auditors do not express any form of assurance with respect to the unaudited third quarter financial data provided below.

Pursuant to the Arysta Acquisition Agreement, we have limited access to Arysta s financial information, and do not yet have full information for the three and nine months ended September 30, 2014. The below limited information is based on data provided to us by Arysta s management.

Arysta is in the process of finalizing its financial results for the three and nine months ended September 30, 2014. However, based upon their preliminary unaudited results for the three months ended September 30, 2014, certain selected financial results are expected to be as follows:

- Arysta had approximately $362 million of sales, compared to $356 million for the same period in 2013;

- Arysta had a net loss of approximately $26.9 million compared to income of approximately $1.8 million for the same period in 2013; and

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Arysta had approximately $61.9 million of adjusted EBITDA, compared to $59.1 million for the same period in 2013.

Arysta s adjusted EBITDA is defined as consolidated net income (loss) before depreciation and amortization; other operating income (expense), net; financial income (expense), net; income tax benefit (expense); income (loss) after tax from discontinued operations; and other adjustments permitted by its existing credit agreement.

The following table reconciles Arysta s net income to adjusted EBITDA for the three months ended September 30, 2014:

(in thousands)	
Net income (loss)	$ (26,911)
Depreciation and amortization	17,912
Other operating (income) expense, net (a)	14,242
Financial (income) expense, net(b)	25,502
Income tax (benefit) expense	30,097
Other credit agreement adjustments(c)	1,056
Arysta s adjusted EBITDA.	$ 61,898

(a) Represents the net of other operating income and operating expense.

(b) Represents the net of financial income and financial expense.

(c) Reflects adjustments consistent with Arysta s existing credit agreement that are permitted to be made when computing EBITDA for any given period under such agreement. Adjustments permitted under Arysta s existing credit agreement include items such as restructuring costs, costs related to a debt refinancing, consulting fees paid to affiliates of the Seller, expenses related to mergers and acquisitions, business optimization expenses and, unusual or non-recurring charges.

Arysta s financial information presented herein is for informational purposes only and is not intended to represent or be indicative of Arysta s final results for the three months ended September 30, 2014, once finalized. Accordingly, investors should not place undue reliance on these preliminary estimates.

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Risk Factors

Our business is subject to risks, as discussed more fully in the section entitled Risk Factors. Risks discussed in the Risk Factors section should be carefully considered before investing in our common stock. In particular, the following risks, among others, may have an adverse effect on our business, which could cause the trading price of our common stock to decline and result in a loss of all or a portion of your investment:

- our business model depends on our ability to consummate future acquisitions and to successfully integrate acquisitions into our business;
- our business and results of operations depends on our ability to protect and preserve our intellectual property rights;
- conditions in the global economy may directly adversely affect our substantial international operations and financial condition;
- our business is significantly influenced by trends and characteristics in the specialty chemical industry and the printing industry; and
- agrochemical products are highly regulated by governmental agencies in countries where we do business.

Corporate Information

Our principal executive offices are located at 5200 Blue Lagoon Drive, Suite 855, Miami, FL 33126 and our telephone number is (203) 575-5850.

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THE OFFERING

Shares offered by us	14,300,000 Shares (or 16,445,000 shares if the underwriters exercise their option to purchase additional shares)
Common stock to be outstanding immediately after this offering	179,781,005 Shares (or 181,926,005 shares if the underwriters exercise their option to purchase additional shares)
Option to purchase additional shares	We have granted the underwriters a 30-day option to purchase up to 2,145,000 additional shares of our common stock pursuant to their option to purchase additional shares.
Use of Proceeds	We intend to use the net proceeds of this offering to fund a portion of the acquisition consideration and related fees and expenses of the Arysta Acquisition, which we anticipate will be consummated during the first quarter of 2015, with any remaining net proceeds for general corporate purposes.
	The closing of this offering is not conditioned on, and is expected to be consummated before, the closing of the Arysta Acquisition.
	In the event the Arysta Acquisition is not completed, we intend to use the net proceeds of this offering for working capital and other general corporate purposes, which may include the funding of other acquisitions.
Dividend policy	We have never paid any cash dividends on our common stock. We intend to retain earnings to fund our working capital needs and growth opportunities and do not intend to pay any cash dividends. See Dividend Policy in this prospectus.
	Holders of Series A Preferred Stock are entitled to receive an annual stock dividend based on the market price of our common stock if such market price exceeds certain trading price minimums. See Dividend Policy in this prospectus.
	We will become subject to additional restrictions upon the issuance of the Series B Convertible Preferred Stock and may become subject to additional restrictions in any additional indebtedness we may incur,

	which may prohibit or limit our ability to pay dividends. See Dividend Policy in this prospectus.
Market for our Common Stock	Our shares of common stock are currently listed on the NYSE.
NYSE Ticker Symbol	PAH.
Risk Factors	An investment in our common stock is subject to substantial risks. Please refer to the information contained under the caption Risk Factors and other information included in this prospectus for a discussion of factors you should carefully consider before investing in our common stock.

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Unless otherwise indicated, the information presented in this prospectus:

- assumes no exercise by the underwriters of their option to purchase up to 2,145,000 additional shares of our common stock; and

- excludes, in reference to the number of shares of common stock outstanding after this offering, (i) 15,136,708 shares of common stock currently available under our Platform Specialty Products Corporation Amended and Restated 2013 Incentive Compensation Plan (subject to increase in accordance with the terms of such plan) (the 2013 Plan) and (ii) 5,174,707 shares of common stock available under our Platform Specialty Products Corporation 2014 Employee Stock Purchase Plan (the ESPP).

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SUMMARY FINANCIAL DATA

The following table presents summary consolidated historical financial data for us and our Predecessor as of the dates and for each of the periods indicated. The summary consolidated historical data for the Successor 2013 Period and as of December 31, 2013 have been derived from our audited consolidated financial statements included in this prospectus. The summary consolidated historical data for our Predecessor for each of the Predecessor 2013 Period, the Predecessor 2012 Period and the Predecessor 2011 Period, and as of December 31, 2012 have been derived from the audited consolidated financial statements of our Predecessor included in this prospectus. The summary consolidated historical data for the Successor 2014 Six-Month Period and as of June 30, 2014, and for the Predecessor 2013 Six-Month Period and as of June 30, 2013, have been derived from our unaudited condensed consolidated interim financial statements included in this prospectus. The summary consolidated historical financial data for the Successor 2014 Six-Month Period and Predecessor 2013 Six-Month Period contain all normal recurring adjustments that, in the opinion of management, are necessary for a fair presentation of the financial information set forth in those statements.

The summary pro forma financial data for the year ended December 31, 2013 and the six months ended June 30, 2014 is giving effect to the MacDermid Acquisition, the CAS Acquisition and the proposed Arysta Acquisition as if they had been consummated on January 1, 2013 for purposes of the statement of operations and the CAS Acquisition and the proposed Arysta Acquisition as if they had been consummated on June 30, 2014 for purposes of the balance sheet data.

The summary historical consolidated financial data included below is not necessarily indicative of future results and should be read in conjunction with Capitalization, Management s Discussion and Analysis of Financial Condition and Results of Operations, CAS Management s Discussion of Operations and Cash Flows, Arysta Management s Discussion of Operations and Cash Flows, as well as our consolidated financial statements, CAS combined financial statements, Arysta s consolidated financial statements, and the respective notes thereto contained in this prospectus.

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	Predecessor			*Successor*	*Pro Forma Combined Successor and Predecessor*	*Predecessor*	*Successor*	*Pro Forma*	
	Year Ended Decem-ber 31, 2011	**Year Ended Decem-ber 31, 2012**	**Period from January 1, 2013 to October 31, 2013**	**Period from Inception (April 23, 2013) to Decem-ber 31, 2013**	**Year Ended Decem-ber 31, 2013**	**Six Months Ended June 30, 2013**	**Six Months Ended June 30, 2014**	**Year Ended Decem-ber 31, 2013**	**S Mo En Jun 20**
nt of ns s)									
	$ 728,773	$ 731,220	$ 627,712	$ 118,239	$ 745,951	$ 372,124	$ 372,858	$ 2,704,131	$ 1,3
les	388,298	376,166	304,875	82,587	366,776	182,269	191,949	1,628,784	76
fit	340,475	355,054	322,837	35,652	379,175	189,855	180,909	1,075,347	52
rating	284,527	239,957	231,088	231,284	275,525	123,447	171,311	859,487	44
profit	55,948	115,097	91,749[1]	(195,632)[2]	103,650	66,408	9,598[3]	215,860	10
pense)	(44,642)	(44,158)	(65,274)	(5,812)	(49,941)	(42,767)	(16,005)	(223,923)	(9
come come olling nd in-kind on re shares	11,306	70,939	26,475[1]	(201,444)[2]	53,709	23,641	(6,407)[3]	(8,063)	
x n)	(9,953)	(24,673)	(12,961)	5,819	(23,156)	(14,068)	1,947	(64,840)	(1
ne	1,353	46,266	13,514[1]	(195,625)[2]	30,553	9,573	(4,460)[3]	(72,903)	(
	(366)	(289)	(295)	1,403	247	(180)	(3,334)	(8,947)	
le to olling									

le to	987	45,977	13,219	(194,222)	30,800	9,393	(7,794)	(81,850)	(2
in-kind on re shares	(40,847)	(44,605)	(22,454)			(21,072)			
le to ers	$ (39,860)	$ 1,372	$ (9,235)	$ (194,222)	$ 30,800	$ (11,679)	$ (7,794)	$ (81,850)	$ (2
rnings **e**									
	n/a	n/a	n/a	$ (2.10)	n/a	n/a	$ (0.07)	$ (0.56)	$
	n/a	n/a	n/a	$ (2.10)	n/a	n/a	$ (0.07)	$ (0.56)	$
d **hares** **ing** **)**									
	n/a	n/a	n/a	93	n/a	n/a	118	146	
	n/a	n/a	n/a	93	n/a	n/a	118	146	
nancial **s)**									
(4)	$ 153,049	$ 162,445	$ 152,470	$ 27,367		$ 88,021	$ 94,103	$ 567,210(5)	$ 28

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	Predecessor As of December 31, 2012	*Successor* As of December 31, 2013	*Successor* As of June 30, 2014	*Pro Forma* As of June 30, 2014
Balance Sheet Data (in thousands)				
Cash and cash equivalents	$ 143,351	$ 123,040	$ 642,760	$ 257,814
Working capital	246,383	263,779	774,219	1,189,609
Total assets	1,233,917	2,260,154	2,766,689	8,358,973
Total debt	720,640	752,249	748,450	3,253,725
Total equity	272,437	1,115,102	1,626,201	3,245,935

(1) Includes the following significant items related to the MacDermid Acquisition affecting comparability in the Predecessor 2013 Period:

transaction costs, primarily comprised of professional fees and fees paid to Predecessor shareholders resulting from management fees payable in conjunction with consummation of the MacDermid Acquisition of $16.9 million; and

deemed compensation expense related to pre-acquisition share awards of approximately $9.3 million.

(2) Includes the following significant items related to the MacDermid Acquisition affecting comparability in the Successor 2013 Period:

non-cash charge related to the Series A Preferred Stock dividend rights of $172.0 million;

purchase accounting adjustment of $23.9 million charged to cost of sales for the manufacturer s profit in inventory adjustment; and

transaction costs, primarily comprised of professional fees, of $15.2 million.

(3) Includes the following significant items related to the MacDermid and CAS Acquisitions affecting comparability in the Successor 2014 Six-Month Period:

purchase accounting adjustment of $12.0 million charged to cost of sales for the manufacturer s profit in inventory adjustment;

non-cash fair value adjustment to long-term contingent consideration of $23.8 million; and

transaction costs, primarily comprised of professional fees, of $10.6 million.

(4) We present Adjusted EBITDA as a supplemental measure of our performance. We define Adjusted EBITDA as net income (loss) plus income tax provision (benefit), interest expense (net) and depreciation and amortization expense, less adjustments, which include adjustments recorded in connection with the Acquisitions. The use of Adjusted EBITDA is considered relevant to the analysis of Platform s results (net) aside from the material impact of the charges associated with the Acquisitions.

We believe Adjusted EBITDA is useful to investors because it is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry. Our investors regularly request Adjusted EBITDA as a supplemental analytical measure to, and in conjunction with, our GAAP financial data. We understand that these investors use Adjusted EBITDA, among other things, to assess our period-to-period operating performance and to gain insight into the manner in which management analyzes operating performance.

In addition, we believe that Adjusted EBITDA is useful in evaluating our operating performance compared to that of other companies in our industry because the calculation of Adjusted EBITDA generally eliminates the effects of financing and income taxes and the accounting effects of capital spending and acquisitions, which items may vary for different companies for reasons unrelated to overall operating performance. Although we believe that Adjusted EBITDA can make an evaluation of our operating performance more consistent because it removes items that do not reflect our core operations, investors should not place undue reliance on Adjusted EBITDA as measures of operating performance. In evaluating Adjusted EBITDA, investors should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments presented herein. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

Adjusted EBITDA has limitations as an analytical tool. Some of these limitations are:

- Adjusted EBITDA does not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA does not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debts;
- although depreciation is a non-cash charge, the assets being depleted and depreciated will have to be replaced in the future;
- non-cash compensation is and will remain a key element of our overall long-term incentive compensation package;
- Adjusted EBITDA does not reflect the impact of certain cash charges resulting from matters we consider not to be indicative of our ongoing operations; and
- other companies in our industry may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, Adjusted EBITDA should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using Adjusted EBITDA only supplementally.

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(5) The December 31, 2013 Adjusted EBITDA results exclude (i) Adjusted EBITDA of Agriphar, which was approximately $41 million in 2013, (ii) Adjusted EBITDA of Laboratoires Goëmar (Goëmar), which was acquired by Arysta in the first quarter of 2014, which was approximately $9 million in 2013 and (iii) any synergies that may be achieved as a result of the combination of our AgroSolutions businesses, which we anticipate will be in the range of $60 million to $70 million annually (to be phased in over a period of three years, with an estimated 75% of such amount to be achieved by the end of year two). The June 30, 2014 Adjusted EBITDA results exclude (1) Adjusted EBITDA of Agriphar, (ii) less than six months of Adjusted EBITDA of Goëmar, and (iii) the synergies described above. Arysta Adjusted EBITDA is calculated as Arysta s consolidated segment income, as set forth in the notes to Arysta s consolidated financial statements included in this prospectus.

The following table reconciles Net Income to Adjusted EBITDA for the periods indicated:

	Predecessor	***Predecessor***	***Predecessor***	***Successor***	***Predecessor***	***Successor***	***Pro forma***	***Pro forma***
(in $ thousands)	Year Ended December 31, 2011	Year Ended December 31, 2012	Period from January 1, 2013 to October 31, 2013	Period from Inception (April 23, 2013) to December 31, 2013	Six Months Ended June 30, 2013	Six Months Ended June 30, 2014	Year Ended December 31, 2013[k]	Six Months Ended June 30, 2014[l]
Net income (loss) attributable to common stockholders	$ 987	$ 45,977	$ 13,219	$ (194,222)	$ 9,393	$ (7,794)	$ (81,850)	$ (26,539)
Adjustments to reconcile net income (loss):								
Income tax expense (benefit)	9,953	24,673	12,961	(5,819)	14,068	(1,947)	64,840	38,828
Interest expense	54,554	49,671	46,288	5,487	24,790	15,664	161,316	81,006
Depreciation and amortization expense	46,745	42,193	32,835	12,778	19,741	38,286	263,943	132,826
Non-cash charges related to preferred dividend rights				172,006[a]				
Realized/ Unrealized foreign exchange (gain) loss	(9,156)	(5,702)	(1,137)		(1,137)		46,171	15,967
Equity based compensation	727	162	9,317	542	78	303		

Restructuring and related expenses	2,133	1,161	4,508	3,464	1,652	404	11,143	404
Manufacturer s profits in inventory (purchase accounting)				23,912[b]		11,956[b]		
Non-cash fair value adjustment to contingent consideration				(700)[c]		23,800[c]		23,800[c]
Acquisition transaction costs			16,925[d]	15,196[e]		10,604[e]		
Non cash impairment charges	46,438[f]						49,082[g]	
Debt extinguishment			18,788[h]		18,788[h]		18,788[h]	
Other expense (income)	668	4,310	(964)	(5,277)	648	2,827	33,777[i]	14,127[j]
Adjusted EBITDA	$ 153,049	$ 162,445	$ 152,740	$ 27,367	$ 88,021	$ 94,103	$ 567,210[m]	$ 280,419[m]

a. Non-cash charge related to the Series A Preferred Stock dividend rights in connection with the MacDermid Acquisition.

b. Adjustment to reverse manufacturer s profit in inventory purchase accounting adjustment associated with the MacDermid Acquisition.

c. Adjustment to fair value of contingent consideration in connection with the MacDermid Acquisition primarily associated with achieving the share price targets.

d. Adjustment to reverse deal costs in connection with the MacDermid Acquisition.

e. Adjustment to reverse deal costs in connection with the CAS Acquisition.

f. Adjustment for 2011 Period to record impairment charge on certain customer lists in our Performance Materials operating segment.

g. Adjustment for pro forma December 31, 2013 period to reverse impairment charge on certain product registration rights for Arysta.

h. Adjustment to reverse debt extinguishment charge in connection with debt incurred as a result of Predecessor recapitalization.

i. Other expense (income) adjustments represent primarily Arysta adjustments of $12.1 million related to a loss from discontinued operations and a $11.1 million adjustment for financing discounts, and other adjustments consisting primarily of bad debts, sales returns, provisions in addition to charges from debt refinancing and inventory. These expenses were partially offset by a $3.0 million pension curtailment benefit in the Successor 2013 Period results.

j. Other expense (income) adjustments represent $11 million of Arysta adjustments of which $8.4 million represents unusual and non-recurring charges within Arysta, including with respect to its previously contemplated initial public offering, and Successor adjustments that primarily related to $3.3 million for net income attributable to conversion of exchange rights held by selling stockholders of MacDermid.

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k. Certain adjustments to Pro forma EBITDA for the year ended December 31, 2013 are comprised of the following:

	Predecessor	*Successor*	*CAS*	*Arysta*	*Total*
Interest Expense:					
Pro forma interest expense - senior secured credit facility		30,631	22,365	49,820	102,816
Pro forma interest expense - unsecured debt				58,500	58,500
Total pro forma interest expense (See Capitalization, footnotes 1 and 2 to Capitalization table)					161,316
Depreciation and Amortization:					
Historical depreciation expense	10,459	3,900	7,567	9,729	31,655
Pro forma amortization expense		57,500	36,960	134,000	228,460
Pro forma depreciation expense*		3,828			3,828
Total pro forma depreciation and amortization expense					263,943
Foreign exchange loss			7,783	39,525	47,308
Realized/unrealized (gain) loss on foreign currency denominated debt	(1,137)				(1,137)
					46,171
Restructuring and related expenses	4,508	3,464	271	2,900	11,143
Debt extinguishment	18,788				18,788

* Pro forma depreciation expense in the successor period is made up of additional cost of sales depreciation of $3,226 and additional operating expense depreciation of $626, offset by reduced research and development depreciation expense of $24.

l. Certain adjustments to Pro forma EBITDA for the six months ended June 30, 2014 are comprised of the following:

	Successor	*CAS*	*Arysta*	*Total*
Interest Expense:				
Historical interest expense	15,664			15,664
Pro forma interest expense - term loans		11,182	29,250	40,432
Pro forma interest expense - senior secured notes			24,910	24,910

Total pro forma interest expense				81,006
<u>Depreciation and Amortization</u>:				
Historical depreciation expense	8,965	3,861	5,199	18,025
Historical amortization expense	29,321			29,321
Pro forma amortization expense		18,480	67,000	85,480
Total pro forma depreciation and amortization expense				132,826
Foreign exchange (gain) loss		(3,393)	19,360	15,967
Restructuring and related expenses	404			404

m. The December 31, 2013 Adjusted EBITDA results exclude (i) Adjusted EBITDA of Agriphar, which was approximately $41 million in 2013, (ii) Adjusted EBITDA of Goëmar, which was acquired by Arysta in the first quarter of 2014, which was approximately $9 million in 2013 and (iii) any synergies that may be achieved as a result of the combination of our AgroSolutions businesses, which we anticipate will be in the range of $60 million to $70 million annually (to be phased in over a period of three years, with an estimated 75% of such amount to be achieved by the end of year two). The June 30, 2014 Adjusted EBITDA results exclude (i) Adjusted EBITDA of Agriphar, (ii) less than six months of Adjusted EBITDA of Goëmar, and (iii) the synergies described above. Arysta Adjusted EBITDA is calculated as Arysta s consolidated segment income, as set forth in the notes to Arysta s consolidated financial statements included in this prospectus.

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RISK FACTORS

Any investment in the Shares is speculative and involves a high degree of risk, including the risks described below. If any of the following risks actually occur, our business, financial condition and results of operations could suffer. As a result, the trading price of the Shares could decline, perhaps significantly, and you could lose all or part of your investment. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties that are currently unknown to us or that we currently consider to be immaterial may also adversely impair our business or adversely affect our financial condition or results of operations. If any of the events described in the risk factors below actually occur, our business, financial condition or results of operations could suffer significantly. The risks discussed below also include forward-looking statements and our actual results may differ substantially from those discussed in these forward-looking statements. See the section entitled Information Regarding Forward-Looking Statements.

Risks Relating to this Offering and Ownership of our Common Stock

We have numerous equity instruments outstanding that would require us to issue additional shares of common stock. Therefore, you may experience significant dilution of your ownership interests and the future issuance of additional shares of our common stock, or the anticipation of such issuances, could have an adverse effect on our stock price.

We currently have numerous equity instruments outstanding that would require us to issue additional shares of our common stock. Depending on the equity instrument, these additional shares may either be issued for no additional consideration or based on a fixed amount of additional consideration. Specifically, as of June 30, 2014, we had outstanding the following:

- 2,000,000 shares of Series A Preferred Stock held by Mariposa Acquisition, LLC and Berggruen Acquisition Holdings, IV, Ltd. (collectively, the Founder Entities) which are convertible into shares of our common stock, on a one-for-one basis, at any time at the option of the Founder Entities;

- 8,905,776 exchange rights which will require us to issue shares of our common stock for shares of common stock of Platform Delaware Holdings, Inc., a Delaware corporation (PDH), our subsidiary (the PDH Common Stock), at the option of the holder, on a one-for-one basis, at 25% per year beginning on October 31, 2014;

- 250,000 options which are exercisable to purchase shares of our common stock, on a one-for-one basis, at any time at the option of the holder;

- 362,892 shares of our common stock, which were issued to certain of our employees and directors pursuant to purchase rights under the 2013 Plan; and

- 402,323 restricted stock units (RSUs) which were granted to employees under our 2013 Plan. Each RSU represents a contingent right to receive one (1) share of our common stock.

In addition, $600 million of shares of Series B Convertible Preferred Stock are issuable upon the consummation of the Arysta Acquisition, which shares will be convertible into cash or a maximum of 22,107,590 shares of our common stock.

We also have approximately 15,136,708 shares of our common stock currently available under our 2013 Plan (subject to increase in accordance with the terms of such plan) and an additional 5,174,707 shares of our common stock currently available under our ESPP.

In addition, beginning in 2014, the holders of Series A Preferred Stock are entitled to receive dividends on the Series A Preferred Stock in the form of shares of our common stock equal to 20% of the appreciation over $10.00 of the market price for the last ten days of our calendar year, which could have a dilutive impact on and reduce the value of our outstanding common stock. We may also issue additional shares of our common stock or other securities that are convertible into or exercisable for our common stock in connection with future acquisitions, future issuances of our securities for capital raising purposes or for other business purposes. Future sales of substantial amounts of our common stock, or the perception that sales could occur, could have a material adverse effect on the price of our common stock.

We may issue preferred stock in the future, and the terms of the preferred stock may reduce the value of our common stock.

Our board of directors (the Board) is authorized to create and issue one or more additional series of preferred stock, and, with respect to each series, to determine the number of shares constituting the series and the designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof, which may include dividend rights, conversion or exchange rights, voting rights, redemption rights and terms and liquidation preferences, without stockholder approval. If we create and issue one or more additional series of preferred stock, it could affect your rights or reduce the value of our outstanding common stock. Our Board could, without stockholder approval, issue preferred stock with voting and other rights that could adversely affect the voting power of the holders of our common stock and which could have certain anti-takeover effects.

In connection with the Arysta Acquisition, we intend to issue $600 million of new Series B Convertible Preferred Stock. Each share of Series B Convertible Preferred Stock may be converted into such number of shares of common stock of Platform as is determined by dividing a $1,000 liquidation preference by a conversion price of $27.14. The form of the certificate of designation for the Series B Preferred Stock is attached as Exhibit A to the Arysta Acquisition Agreement, which is filed as an exhibit to the registration statement of which this prospectus forms a part.

We cannot assure you that we will declare dividends or have the available cash to make dividend payments.

We have not declared or paid any dividends on the shares of our common stock (or the ordinary shares from which the shares of our common stock were converted). To the extent we intend to pay dividends on our common stock, we will pay such dividends at such times (if any) and in such amounts (if any) as our Board determines appropriate and in accordance with applicable law. Payments of such dividends will be dependent on the availability of any dividends or other distributions from our subsidiaries (including MacDermid, Agriphar, CAS, Arysta (if the Arysta Acquisition is completed) and their respective subsidiaries) to us. Additionally, we are subject to certain restrictions in our Amended and Restated Credit Agreement which may prohibit or limit our ability to pay dividends. We can therefore give no assurance that we will be able to pay dividends going forward or as to the amount of such dividends, if any.

We are governed by Delaware law, which has anti-takeover implications.

We and our organizational documents are governed by Delaware law. The application of Delaware law to us may have the effect of deterring hostile takeover attempts or a change in control. In particular, Section 203 of the Delaware General Corporation Law (DGCL) imposes certain restrictions on merger, business combinations and other transactions between us and holders of 15% or more of our common stock. A Delaware corporation may opt out of this provision either with an express provision in its original certificate of incorporation or in an amendment to its certificate of incorporation or by-laws approved by its stockholders. We have not opted out of this provision. Section 203 could prohibit or delay mergers or other takeover or change in control attempts and, accordingly, may discourage attempts to acquire us.

We operate as a holding company and our principal source of operating cash is income received from our subsidiaries.

We are a holding company and do not have any material assets or operations other than ownership of equity interests of our subsidiaries. Our operations are conducted almost entirely through our subsidiaries, and our ability to generate cash to meet our obligations or to pay dividends is highly dependent on the earnings of, and receipt of funds from, our subsidiaries through dividends or intercompany loans. As a result, we are dependent on the income generated by our subsidiaries to meet our expenses and operating cash requirements. The amount of distributions and dividends, if any, which may be paid from our subsidiaries to us will depend on many factors, including results of operations and financial condition, limits on dividends under applicable law, its constitutional documents, documents governing any indebtedness of the respective subsidiary, and other factors which may be outside our control. If our subsidiaries are unable to generate sufficient cash flow, we may be unable to pay our expenses or make distributions and dividends on the shares of common stock.

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Volatility of our stock price could adversely affect our stockholders.

The market price of our common stock could also fluctuate significantly as a result of:

- quarterly variations in our operating results;
- interest rate changes;
- changes in the market s expectations about our operating results;
- our operating results failing to meet the expectation of management, securities analysts or investors in a particular period;
- changes in financial estimates and recommendations by securities analysts concerning our company or our industry in general;
- operating and securities price performance of companies that investors deem comparable to us;
- news reports and publication of research reports relating to our business or trends in our markets;
- changes in laws and regulations affecting our businesses;
- announcements or strategic developments, acquisitions and other material events by us or our competitors;
- sales of substantial amounts of common stock by our directors, executive officers or significant stockholders or the perception that such sales could occur;
- adverse market reaction to any additional debt we incur in the future;
- the failure to identify and complete acquisitions in the future or unexpected difficulties or developments related to the integration of recently completed or future acquisitions;
- actions by institutional stockholders;

general economic and political conditions such as recessions and acts of war or terrorism; and

the risk factors set forth in this prospectus and other matters discussed herein.

Fluctuations in the price of our common stock could contribute to the loss of all or part of a stockholder s investment in our Company. Many of the factors listed above are beyond our control. These factors may cause the market price of our common stock to decline, regardless of the financial condition, results of operations, business or prospects of us and our subsidiaries. There can be no assurance that the market price of our common stock will not fall in the future.

Future sales, or the perception of future sales, of our common stock may depress the price of our common stock.

If we sell, or any of our stockholders sells, a large number of our shares of common stock, or if we issue a large number of shares of common stock in connection with future acquisitions, financings or other circumstances, the market price of our shares of common stock could decline significantly. Moreover, the perception in the public market that we or our stockholders might sell shares of common stock could depress the market price of those shares.

We cannot predict the size of future issuances of our shares of common stock or the effect, if any, that future issuances or sales of our shares will have on the market price of such shares. Sales of substantial amounts of our shares, including sales by significant stockholders, and shares issued in connection with any additional acquisition, or the perception that such sales could occur, may adversely affect prevailing market prices for our shares of common stock. Possible sales also may make it more difficult for us to sell equity or equity-related securities in the future at a time and price we deem necessary or appropriate.

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Risks Relating to the Company

Our business and results of operations could be adversely affected if we fail to protect our intellectual property rights.

Our success depends to a significant degree upon our ability to protect and preserve our intellectual property rights and the rights to our proprietary processes, methods, compounds and other technology. Failure to protect our existing intellectual property rights may result in the loss of valuable technologies or in our having to pay other companies for infringing on their intellectual property rights. We rely on confidentiality agreements, licensing agreements, patent, trade secret and trademark law as well as judicial enforcement of all of the foregoing to protect such technologies and intellectual property rights.

We may be unable to prevent third parties from using our intellectual property and other proprietary information without our authorization or from independently developing intellectual property and other proprietary information that is similar to ours, particularly in countries where the laws do not protect our proprietary rights to the same degree as in the United States. Because of the differences in foreign trademark, patent and other laws concerning proprietary rights, our intellectual property rights may not receive the same degree of protection in foreign countries as they would in the United States. The use of our intellectual property and other proprietary information by others could reduce or eliminate any competitive advantages we have developed, cause us to lose sales or otherwise harm our business. If it becomes necessary for us to litigate to protect these rights, any proceedings could be burdensome and costly, and we may not prevail.

We have applied for patent protection in the United States and in foreign countries relating to certain existing and proposed products, processes and services. While we generally apply for patents in those countries where we intend to make, have made, use, or sell patented products, we may not accurately predict all of the countries where patent protection will ultimately be desirable. If we fail to timely file a patent application in any such country, we may be precluded from doing so at a later date. We also cannot assure you that the patents issuing as a result of our foreign patent applications will have the same scope of coverage as our United States patents. Our patents also may not provide us with any competitive advantage and may be challenged or invalidated by third parties. Further, our competitors may attempt to design around our patents. Our competitors may also already hold or have applied for patents in the United States or abroad that, if enforced or issued, could prevail over our patent rights or otherwise limit our ability to manufacture or sell one or more of our products in the United States or abroad. With respect to our pending patent applications, we may not be successful in securing patents for these claims. Our failure to secure these patents may limit our ability to protect inventions that these applications were intended to cover. In addition, the expiration of a patent can result in increased competition with consequent erosion of profit margins.

Competitors or other parties may, from time to time, assert issued patents or other intellectual property rights against us. If we are legally determined to infringe or violate the intellectual property rights of another party, we may have to pay damages, stop the infringing use, or attempt to obtain a license agreement with the owner of such intellectual property. Further, even if we are successful in defending our rights, such litigation could be burdensome and costly.

In some cases, we rely upon unpatented proprietary manufacturing expertise, continuing technological innovation and other trade secrets to develop and maintain our competitive position. While we generally will enter into confidentiality agreements with our employees and third parties to protect our intellectual property, our confidentiality agreements could be breached and may not provide meaningful protection for our trade secrets or proprietary manufacturing expertise. In addition, adequate remedies may not be available in the event of unauthorized use or disclosure of our trade secrets or manufacturing expertise. Violations by others of our confidentiality agreements and the loss of employees who have specialized knowledge and expertise could harm our competitive position and cause our sales and operating results to decline as a result of increased competition.

In addition, we rely on both registered and unregistered trademarks to protect our name and brands. We cannot assure you that our trademark applications will be approved. Failure by us to adequately maintain the quality of our products and services associated with our trademarks or any loss to the distinctiveness of our trademarks may cause us to lose certain trademark protection, which could result in the loss of goodwill and brand recognition in relation to our

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name and products. In addition, successful third-party challenges to the use of any of our trademarks may require us to rebrand our business or certain products or services associated therewith.

The failure of our patents, applicable intellectual property law or our confidentiality agreements to protect our intellectual property and other proprietary information, including our processes, apparatuses, technology, trade secrets, trade names and proprietary manufacturing expertise, methods and compounds, or if we are unsuccessful in our judicial enforcement proceedings, could have a material adverse effect on our competitive advantages and could have a material adverse effect on our business, results of operations and share price, and could require us to devote resources advertising and marketing these new brands. Further, we cannot assure you that competitors will not infringe our trademarks, or that we will have adequate resources to enforce our trademarks.

We may experience claims that our products infringe the intellectual property rights of others, which may cause us to incur unexpected costs or prevent us from selling our products.

We seek to improve our business processes and develop new products and applications. Many of our competitors have a substantial amount of intellectual property that we must continually monitor to avoid infringement. We cannot guarantee that we will not experience claims that our processes and products infringe issued patents (whether present or future) or other intellectual property rights belonging to others. For example, we are currently a defendant in a patent infringement claim, which has been vigorously opposed by us, relating to technology that is important to us, although we do not expect this claim to have a material adverse effect on our business, financial conditions and results of operations or reputation. From time to time, we oppose patent applications that we consider overbroad or otherwise invalid in order to maintain the ability to operate freely in our various business lines without the risk of being sued for patent infringement. If, however, patents are subsequently issued on any such applications by other parties, or if patents belonging to others already exist that cover our products, processes or technologies, we could experience claims for infringement or have to take other remedial or curative actions to continue our manufacturing and sales activities with respect to one or more products. Such actions could include payment of damages, stopping the use, obtaining licenses from these parties or substantially re-engineering our products or processes in order to avoid infringement. We may not be able to obtain the necessary licenses on acceptable terms, or at all, or be able to re-engineer our products successfully. Moreover, if we are sued for infringement and lose, we could be required to pay substantial damages or be enjoined from using or selling the infringing products or technology. Further, intellectual property litigation is expensive and time-consuming, regardless of the merits of any claim, and could divert our management s attention from operating our business.

We depend upon our information technology systems.

Our business operations could be disrupted if our information technology systems fail to perform adequately. The efficient operation of our business depends on our information technology systems, some of which are managed by third-party service providers. We rely on our information technology systems to effectively manage our business data, communications, supply chain, order entry and fulfillment, and other business processes. The failure of our information technology systems to perform as we anticipate could disrupt our business and could result in transaction errors, processing inefficiencies, and the loss of sales and customers, causing our business and results of operations to suffer. In addition, our information technology systems may be vulnerable to damage or interruption from circumstances beyond our control, including fire, natural disasters, power outages, systems failures, security breaches, cyber-attacks and viruses. Any such damage or interruption could have a material adverse effect on our business.

Our relationship with our employees could deteriorate, and certain of our key employees could leave, which could adversely affect our business and our results of operations.

Our business involves complex operations and therefore demands a management team and employee workforce that is knowledgeable and expert in many areas necessary for our operations. As a company focused on manufacturing and highly technical customer service, we rely on our ability to attract and retain skilled employees, including our specialized research and development and sales and service personnel, to maintain our efficient production processes, to drive innovation in our product offerings and to maintain our deep customer relationships. As of June 30, 2014, we employed approximately 1,900 full-time employees, approximately 950 of whom were members of our research and development and sales and service teams. The departure of a significant number of our highly skilled employees or of one or more employees who hold key regional management positions could have an adverse impact on our operations, including customers choosing to follow a regional manager to one of our competitors.

In addition, many of our full-time employees are employed outside the United States. In certain jurisdictions where we operate, particularly Brazil, France, Germany, Italy and Japan, labor and employment laws are relatively stringent and, in many cases, grant significant job protection to certain employees, including rights on termination of employment. In addition, in certain countries where we operate, our employees are members of unions or are represented by a works council as required by law. We are often required to consult and seek the consent or advice of these unions and works councils. These laws, coupled with the requirement to consult with the relevant unions or works councils, could adversely affect our flexibility in managing costs and responding to market changes and could limit our ability to access the skilled employees on which our business depends.

The due diligence undertaken in connection with the MacDermid Acquisition, the Agriphar Acquisition or the CAS Acquisition may not have revealed all relevant considerations or liabilities of MacDermid, Agriphar or CAS, which could have a material adverse effect on our financial condition or results of operations.

There can be no assurance that the due diligence undertaken by us in connection with the MacDermid Acquisition, the Agriphar Acquisition or the CAS Acquisition has revealed all relevant facts that may be necessary to evaluate such acquisitions. Furthermore, the information provided during due diligence may have been incomplete or inadequate. As part of the due diligence process, we have also made subjective judgments regarding the operations, financial condition and prospects of MacDermid, Agriphar or CAS. If the due diligence investigation has failed to correctly identify material issues and liabilities that may be present in MacDermid, Agriphar or CAS, or if we consider any identified material risks to be commercially acceptable relative to the opportunity, we may incur substantial impairment charges or other losses following either the MacDermid Acquisition, the Agriphar Acquisition or the CAS Acquisition. In addition, we may be subject to significant, previously undisclosed liabilities of MacDermid, Agriphar or CAS that were not identified during due diligence and which could contribute to poor operational performance and have a material adverse effect on our financial condition and results of operations.

Conditions in the global economy may directly adversely affect our net sales, gross pro