

STEPAN CO  
Form 8-K  
October 22, 2013

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

**Form 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): 10/21/2013**

**STEPAN COMPANY**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-4462**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**36-1823834**  
(IRS Employer  
Identification No.)

**Edens and Winnetka Road, Northfield, Illinois 60093**  
(Address of principal executive offices, including zip code)

**(847)446-7500**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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

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

On October 21, 2013, Stepan Company ("Stepan") filed a Certificate of Elimination of 5-1/2% Convertible Preferred Stock (the "Certificate of Elimination") with the Delaware Secretary of State. As a result of the filing of the Certificate of Elimination, all references to Stepan's 5-1/2% Convertible Preferred Stock, without par value (the "5-1/2% Convertible Preferred Stock") were eliminated from Stepan's Amended and Restated Certificate of Incorporation. The 5-1/2% Convertible Preferred Stock was redeemed by Stepan in August 2013. A copy of the Certificate of Elimination is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit Number: 3.1

Description: Certificate of Elimination of 5-1/2% Convertible Preferred Stock

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STEPAN COMPANY

Date: October 22, 2013

By: /s/ Kathleen Sherlock

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Kathleen Sherlock  
Assistant Secretary

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-3.1	Certificate of Elimination of 5-1/2% Convertible Preferred Stock