

DOW CHEMICAL CO /DE/  
Form S-8 POS  
October 29, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**to**

**Form S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**THE DOW CHEMICAL COMPANY**

**(a Delaware corporation)**

**Executive Offices 2030 Dow Center**

**Midland, Michigan 48674**

**(Name, state of incorporation and address of principal executive office of registrant)**

**I.R.S. Employer Identification No. 38-1285128**

**THE DOW CHEMICAL COMPANY**

**2012 Employee Stock Purchase Plan**

**(Full title of the plan)**

**Charles J. Kalil**

**Executive Vice President, General Counsel**

**and Corporate Secretary**

**THE DOW CHEMICAL COMPANY**

**2030 Dow Center**

**Midland, Michigan 48674**

**(Name and address of agent for service)**

**Telephone: (989) 636-1000**

This Post-Effective Amendment No. 1 is being filed to amend Registration Statement No. 333-184726 on Form S-8 pursuant to which the Registrant registered 12,000,000 shares of its Common Stock, par value \$2.50 per share (the Stock ), for sale through the 2013 tranche of The Dow Chemical Company 2012 Employees Stock Purchase Plan (the Plan ). After the Registration Statement was filed and became effective, eligible employees purchased 7,311,018 shares of the Stock under the provisions of the Plan. Accordingly, the Registrant hereby deregisters the remaining 4,688,982 shares of the Stock by filing this Post-Effective Amendment No. 1 to amend Registration Statement No. 333-184726.

## SIGNATURES

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this amendment to Registration Statement No. 333-184726 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Midland, State of Michigan, on October 29, 2014.

THE DOW CHEMICAL COMPANY  
(Registrant)

By: /s/ RONALD C. EDMONDS  
Ronald C. Edmonds  
Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

A. A. ALLEMANG\*

A. A. Allemang Director

A. BANGA\*

A. Banga Director

J. K. BARTON\*

J. K. Barton Director

J. A BELL\*

J. A. Bell Director

J. M. FETTIG\*

J. M. Fettig Lead Director

A. N. LIVERIS\*

A. N. Liveris Director, Chairman, President and Chief Executive Officer

P. POLMAN\*

P. Polman Director

D. H. REILLEY\*

D. H. Reilley Director

J. M. RINGLER\*

J. M. Ringler Director

R. G. SHAW\*

R. G. Shaw Director

/s/ R. C. EDMONDS Vice President and

R. C. Edmonds Controller (Principal Accounting Officer)

H. I. UNGERLEIDER\*

H. I. Ungerleider Chief Financial Officer

\*By: /s/ RONALD C. EDMONDS

Ronald C. Edmonds

Attorney-in-Fact

October 29, 2014

**EXHIBIT INDEX**

| Exhibit No. | Description of Exhibit |
|-------------|------------------------|
| 24          | Power of Attorney.     |