
**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): January 6, 2017

THE DOW CHEMICAL COMPANY
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-3433
Commission
File Number

38-1285128
(IRS Employer
Identification No.)

2030 Dow Center, Midland, Michigan
(Address of principal executive offices)

48674
(Zip code)

(989) 636-1000
(Registrant's telephone number, including area code)

N.A.
(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 (see General Instruction A.2. below):

- ☐ 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 Amendment to Articles of Incorporation or By-Laws; Change in Fiscal Year

The board of directors of The Dow Chemical Company (the “Company”) adopted resolutions approving an amendment to the Company’s Restated Certificate of Incorporation by way of a certificate of elimination (the “Certificate of Elimination”) for the Company’s Cumulative Convertible Perpetual Preferred Stock, Series A, par value \$1.00 per share (the “Series A Preferred Stock”) contingent upon the conversion of all such Series A Preferred Stock into shares of the Company’s common stock. As previously disclosed, all shares of the Series A Preferred Stock have been converted into shares of the Company’s common stock effective December 30, 2016. On January 6, 2017, the Company filed the Certificate of Elimination with the Secretary of State of the State of Delaware, which is the effective date of the amendment. The filing of the Certificate of Elimination was authorized by the board of directors of the Company in accordance with the General Corporation Law of the State of Delaware.

The Certificate of Elimination has the effect of: (a) eliminating the previously designated 4,000,000 shares of Series A Preferred Stock, none of which were outstanding at the time of the filing; (b) upon such elimination, causing such Series A Preferred Stock to resume the status of authorized and unissued shares of preferred stock, par value \$1.00 per share, of the Company, without designation as to series; and (c) eliminating from the Company’s Restated Certificate of Incorporation all references to, and all matters set forth in, the certificates of designations for the Series A Preferred Stock. 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

<u>No.</u>	<u>Description</u>
3.1	Certificate of Elimination

SIGNATURE

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

Dated: January 6, 2017

The Dow Chemical Company

By: /s/ Amy E. Wilson

Name: Amy E. Wilson

Title: Corporate Secretary and
Assistant General Counsel

EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Elimination

**CERTIFICATE OF ELIMINATION
OF THE
CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES A
OF
THE DOW CHEMICAL COMPANY**

(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware)

The Dow Chemical Company, a corporation organized and existing under the laws of the State of Delaware (the “**Company**”), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “**DGCL**”), hereby certifies as follows:

FIRST: That, pursuant to Section 151 of the DGCL and authority granted in the Company’s restated Certificate of Incorporation (the “**Certificate of Incorporation**”), the Board of Directors of the Company (the “**Board**”) previously designated 4,000,000 shares of authorized shares of preferred stock of the Company as Cumulative Convertible Perpetual Preferred Stock, Series A, par value \$1.00 per share, of the Company (the “**Series A Preferred Stock**”), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and on March 31, 2009, filed certificates of designations in the office of the Secretary of State of the State of Delaware with respect to the Series A Preferred Stock (the “**Series A Certificate of Designations**”).

SECOND: That no shares of Series A Preferred Stock are outstanding and no shares of Series A Preferred Stock will be issued by the Company subject to the Series A Certificate of Designations.

THIRD: That the following resolutions were adopted by the Board at a meeting duly called and held pursuant to the authority granted by Section 151(g) of the DGCL and became effective on December 30, 2016, approving the filing of a Certificate of Elimination of the Series A Preferred Stock (the “**Certificate of Elimination**”):

“**WHEREAS**, by resolution of the Board duly adopted, and by a Certificate of Designations filed with the Office of the Secretary of State of the State of Delaware on March 31, 2009 (the “**Series A Certificate of Designations**”), 4,000,000 shares of authorized shares of preferred stock of the Company were designated as Cumulative Convertible Perpetual Preferred Stock, Series A, par value \$1.00 per share, of the Company (the “**Series A Preferred Stock**”), which certificate established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions of the Series A Preferred Stock;

WHEREAS, on December 30, 2016, all 4,000,000 shares of Series A Preferred Stock (consisting of all then outstanding shares of Series A Preferred Stock) were converted into 96,804,000 shares of Common Stock, pursuant to the terms of the Series A Certificate of Designations; and

WHEREAS, in light of the foregoing, the Board deems it desirable that, pursuant to Section 151(g) of the DGCL, a Certificate of Elimination of the Series A Preferred Stock, in the form set forth as Exhibit A hereto (the “**Certificate of Elimination**”) be executed and filed with the Secretary of State of the State of Delaware and that all 4,000,000 shares of Series A Preferred Stock heretofore designated resume the status of authorized and unissued shares of preferred stock, par value \$1.00 per share, of the Company, and that all matters set forth in the Series A Certificate of Designations be eliminated from the Company’s Certificate of Incorporation (as amended, the “**Certificate of Incorporation**”).

NOW THEREFORE, BE IT

RESOLVED, as of the date hereof, no shares of Series A Preferred Stock are outstanding and no shares of Series A Preferred Stock will be issued by the Company; and be it further

RESOLVED, that each of the proper officers of the Company is hereby authorized and directed, jointly and severally, for and on behalf of the Company, to prepare, execute and deliver a Certificate of Elimination and any and all other certificates, agreements and other documents which they may deem necessary or advisable in order to effectuate the elimination of the Series A Preferred Stock, as provided by Section 151(g) of the DGCL in accordance with Section 103 of the DGCL; and be it further

RESOLVED, when such Certificate of Elimination becomes effective, all matters set forth in the Series A Certificate of Designations with respect to the Series A Preferred Stock, be eliminated from the Company's Certificate of Incorporation, as heretofore amended, and the shares of Series A Preferred Stock shall resume the status of authorized and unissued shares of preferred stock, par value \$1.00 per share, of the Company, without designation as to series;"

FOURTH: That, in accordance with the Section 151(g) of the DGCL, upon the effective date of the filing of this Certificate of Elimination, the Certificate of Incorporation is hereby amended to eliminate from the Certificate of Incorporation all matters set forth in the Series A Certificate of Designations with respect to the Series A Preferred Stock, and all shares of Series A Preferred Stock shall resume the status of authorized and unissued shares of preferred stock, par value \$1.00 per share, of the Company, without designation as to series.

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be executed by its duly authorized officers on this 6th day of January, 2017.

The Dow Chemical Company

By: /s/ Amy E. Wilson

Name: Amy E. Wilson

Title: Corporate Secretary and Assistant General
Counsel