

FMC CORP  
Form 8-K  
February 21, 2014  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15 (d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported) February 18, 2014

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FMC CORPORATION

(Exact name of registrant as specified in its charter)

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|   |                                |   |
|---|--------------------------------|---|
| Delaware  | 1-2376                         | 94-0479804                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission<br>File<br>Number) | (I.R.S. Employer<br>Identification No.) |

|  |                     |
|--|---------------------|
| 1735 Market Street<br>Philadelphia, Pennsylvania<br>(Address of principal executive offices) | 19103<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: 215-299-6000

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Check the appropriate box below if the Form 8-K 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
  - Soliciting material pursuant to Rule 14a-2 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 18, 2014, the Company's Board of Directors approved an amendment to the Company's Amended and Restated By-Laws in order to add a new Article XII. The new By-Law provision includes a forum selection provision, which generally provides that unless the Company consents in writing to the selection of an alternate forum, a state or federal court located within the State of Delaware shall be the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of the Company; (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Company to the Company or the Company's stockholders; (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law or (iv) any action asserting a claim governed by the internal affairs doctrine.

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Item 9.01. Financial Statements and Exhibits

Exhibit

Exhibit Title

No.

99.1 Amendment to Amended and Restated By-laws of FMC Corporation effective February 18, 2014

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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.

FMC CORPORATION  
(Registrant)

By: S/ ANDREA E. UTECHT  
Andrea E. Utecht  
Executive Vice President, General Counsel  
and Secretary

Date: February 21, 2014

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EXHIBIT INDEX

| Exhibit<br>No. | Exhibit Description |
|----------------|---------------------|
|----------------|---------------------|

|      |  |
|------|--|
| 99.1 | Amendment to Amended and Restated By-laws of FMC Corporation effective February 18, 2014 |
|------|--|