

40 North Latitude Fund LP
 Form 3
 December 10, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | |
|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â 40 North Latitude Fund LP (Last) (First) (Middle) | | | (Month/Day/Year) 12/06/2018 | | W R GRACE & CO [GRA] | |
| 9 WEST 57TH STREET,Â 30TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | | |
| NEW YORK,Â NYÂ 10019 | | | | | | |
| (City) (State) (Zip) | | | | | | |

(Check all applicable)

| | | |
|---|--|---|
| <input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) | <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock, \$0.01 par value | 6,698,975 | I | By 40 North Latitude Master Fund Ltd. (1) (2) (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | | | | | |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| 40 North Latitude Fund LP 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| 40 NORTH LATITUDE MASTER FUND LTD. 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| 40 NORTH GP III LLC 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| WINTER DAVID S. 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| MILLSTONE DAVID J. 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| 40 North Management LLC 9 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| 40 North Latitude Fund LP, By: 40 North GP III LLC, By: /s/ David S. Winter, Principal, and /s/ David J. Millstone, Principal | 12/10/2018 |
| **Signature of Reporting Person | Date |
| 40 North Latitude Master Fund Ltd., By: /s/ David S. Winter, Director, and /s/ David J. Millstone, Director | 12/10/2018 |
| **Signature of Reporting Person | Date |
| 40 North GP III LLC, By: /s/ David S. Winter, Principal, and /s/ David J. Millstone, Principal | 12/10/2018 |
| **Signature of Reporting Person | Date |
| /s/ David S. Winter | 12/10/2018 |
| **Signature of Reporting Person | Date |

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/s/ David J. Millstone

12/10/2018

__Signature of Reporting Person

Date

40 North Management LLC, By: /s/ David S. Winter, Principal, and /s/ David J. Millstone,
Principal

12/10/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

In addition to 40 North Latitude Fund LP, a Delaware limited partnership ("40 North Latitude Feeder"), this Form 3 is being filed jointly by 40 North Latitude Master Fund Ltd., a Cayman Islands exempted company incorporated with limited liability ("40 North Latitude Master"), 40 North GP III LLC, a Delaware limited liability company ("40 North GP III"), David S. Winter, an American citizen, David J. Millstone, an American citizen, and 40 North Management LLC, a Delaware limited liability company ("40 North Management," and all of the foregoing, collectively, the "Reporting Persons"), each of whom has the same business address as 40 North Latitude Feeder.

(2) The securities reported on this Form 3 (the "Subject Securities") are held directly by 40 North Latitude Master, for which 40 North Latitude Feeder serves as a feeder fund. 40 North GP III is the general partner of 40 North Latitude Feeder, and Messrs. Winter and Millstone are the principals of 40 North GP III. 40 North Management is the investment adviser to 40 North Latitude Feeder and 40 North Latitude Master.

(3) 40 North Latitude Master and 40 North Latitude Feeder, as pooled investment vehicles with direct and indirect holdings, respectively, in the Subject Securities; 40 North GP III, as the general partner of 40 North Latitude Feeder; and Messrs. Winter and Millstone, as the principals of 40 North GP III; in each case, may be deemed to beneficially own the Subject Securities for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As an investment adviser eligible to receive only an asset-based fee in respect of the Subject Securities, 40 North Management does not beneficially own any Subject Securities for purposes of Rule 16a-1(a)(2) under the Exchange Act. Each of the Reporting Persons disclaims beneficial ownership of the Subject Securities except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.