

ENGELHARD CORP  
Form 8-K  
May 05, 2006

**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): May 5, 2006

**ENGELHARD CORPORATION**  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-8142 (Commission File Number)	22-1586002 (I.R.S. Employer Identification No.)
101 Wood Avenue, Iselin, New Jersey (Address of principal executive offices)		08830 (Zip Code)

Registrant's telephone number, including area code (732) 205-5000

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 8.01 Other Events.**

On May 5, 2006, the Company commenced its previously announced self-tender offer, which is part of its recapitalization plan, for \$45 per share in cash and, in connection therewith, filed a Schedule TO, which included as exhibits the Offer to Purchase and related tender offer materials. A copy of the Schedule TO is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Schedule TO, dated May 5, 2006.\*

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\*Previously filed the SEC.

**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.

ENGELHARD  
CORPORATION  
(Registrant)

Date: May 5, 2006

/s/ Michael A. Sperduto  
Name: Michael A. Sperduto  
Title: Vice President and Chief Financial  
Officer