SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

FORM 8-A

PURSUANT TO SECT	CERTAIN CLASSES OF SE ION 12(B) OR 12 (G) C EXCHANGE ACT OF 1934		
Grace Holding, Inc. (To	Be Renamed W. R. Gra		
(EXACT NAME OF REGISTRAN			
Delaware	65-0654331		
(STATE OF INCORPORATION OR ORGANIZATION)		(I.R.S. EMPLOYER IDENTIFICATION NO.)	
One Town Center Road, Boca Raton	33486-1010		
(ADDRESS OF PRINCIPAL EXECUTIVE OFF	(ZIP CODE)		
If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1) please check the following box. //	registration statement under Securities Act of 1933 pursu General instruction A(c)(2) check the following box.	the ant to please //	
TITLE OF EACH CLASS TO BE SO REGISTERED		NAME OF EACH EXCHANGE ON WHICH	
Common Stock, par value \$0.01 per s	hare } }	New York Stock Exchange, Inc.	
SECURITIES TO BE REGISTERED PURSUAN	T TO SECTION 12(G) OF	THE ACT:	
	None		
(TIT)	LE OF CLASS)		

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the Common Stock, par value \$0.01 per share, included under the caption "Description of New Grace Capital Stock" in the Registration Statement on Form S-1 (File No. 333-9495) filed with the Securities and Exchange Commission ("Commission") on August 2, 1996 ("Registration Statement") is incorporated herein by reference.

The description of the Preferred Stock Purchase Rights included under the caption "Certain Anti-takeover Effects -- Preferred Stock Purchase Rights" in the Registration Statement is incorporated herein by reference.

ITEM 2. EXHIBITS

In accordance with Instruction II to Form 8-A under the Securities Exchange Act of 1934, the following exhibits are being filed solely with the New York Stock Exchange:

- -- Registration Statement on Form S-1 (File No. 333-9495) filed with the Commission on August 2, 1996 ("Registration Statement")
- -- Quarterly Report on Form 10-Q of W. R. Grace & Co. for the quarterly period ended June 30, 1996 (filed with the Commission on August 14, 1996)
- -- Form of Amended and Restated Certificate of Incorporation of W. R. Grace & Co. (attached as Annex A to the Prospectus dated August 2, 1996 included in the Registration Statement)
- -- Form of Amended and Restated By-laws of W. R. Grace & Co. (attached as Annex B to the Prospectus dated August 2, 1996 included in the Registration Statement)
- -- Form of Rights Agreement by and between W. R. Grace & Co. and The Chase Manhattan Bank, as Rights Agent (filed as Exhibit 4.1 to the Registration Statement)
- -- Form of W. R. Grace & Co. Common Stock Certificate (filed as Exhibit 4.6 to the Registration Statement)
- -- Annual Report of W. R. Grace & Co., a New York corporation, for the year ended December 31, 1995

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

W. R. GRACE & CO.
----(Registrant)

Date: September 9, 1996

By /s/ Robert B. Lamm

Robert B. Lamm

Vice President and Secretary