

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12 (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

Grace Holding, Inc. (To Be Renamed W. R. Grace & Co.)

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

(STATE OF INCORPORATION OR ORGANIZATION)

One Town Center Road, Boca Raton, FL

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

65-0654331

(I.R.S. EMPLOYER
IDENTIFICATION NO.)

33486-1010

(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. / /

If this Form relates to the
registration of a class of debt
securities and is to become effective
simultaneously with the
effectiveness of a concurrent
registration statement under the
Securities Act of 1933 pursuant to
General instruction A(c)(2) please
check the following box. / /

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS
TO BE SO REGISTERED

NAME OF EACH EXCHANGE ON WHICH
EACH CLASS IS TO BE REGISTERED

Common Stock, par value \$0.01 per share }
 }
Preferred Stock Purchase Rights }

New York Stock Exchange, Inc.

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

None

(TITLE 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

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