Notice of Exempt Offering of Securities

# **U.S. Securities and Exchange Commission**

	OMB APPROVAL
i	OMB Number: 3235-0076
	Expires: December 31, 2008
	Estimated average burden hours per response: 4.00

Name   Function   State   Provious Name(s)   Name	Intentional misstatem		_	tute federal criminal viol	lations. Se	e 18 U.S.C. 1001.	
Solvay S.A.   Jurisaction of Incorporation/Organization	tem 1. Issuer's Identity						
Solvey 5.A.	Name of Issuer	Previous N	ame(s)	X  Nane		Entity Type (Selectione)	
Umited Usblity Company   General Permership   Gen	Solvay S.A.					· ·	•
Belgium	Jurisdiction of Incorporation/Organization	<u>~  </u>				<u></u>	
Yes of Incorporation/Organization    Select chel   Other Expectify Person   Other Expection   Other Expectify Person   Other Expection   Other	Belgium	<b> </b>		<del></del>	]		рапу
Second   Continuation   Continuati						Business Trust	
tem 2. Principal Place of Business and Contact Information  Street Address 2  JAN 09 2006  Rue du Prince Albert, 33  Belated Persons  Last Name  First Name  Michielsen  Alōis  Street Address 2  Belgium  1050  D11 32 2 509 6414  1000  PROCESSED  Alōis  Street Address 1  Rue du Prince Albert, 33  City  Street Address 1  Rue du Prince Albert, 33  City  Street Address 1  Rue du Prince Albert, 33  City  Street Address 1  Rue du Prince Albert, 33  City  Street Address 2  PROCESSED  JAN 3 0 2009  THOMSON REUTER  (Identify additional related persons by checking this box Image: Additional related persons by checking t	(specify ye	ar)					SEE MAIL
Street Address 2   JAN 09 2006	(If more than one issuer is filing this notice,	check this box 🔲 a	nd identify	additional issuer(s) by a	ttaching h	rems 1 and 2 Continuation P	ign etablishing
Street Address 1   Street Address 2   JAN DQ 2009							
Rue du Prince Albert, 33  City State/Province/Country ZIP/Postal Code Phone No. Washington, City  Bruxelles Belgium 1050 1132 2 509 6414 11000 1132 2 509							AN 041 2009
City State/Province/Country Dispressal Code Phone No. Washington, DC (11 32 2 509 6414 1000 11 32 2 509 6414 1000 11 32 2 509 6414 1000 11 32 2 509 6414 1000 11 32 2 509 6414 1000 11 32 2 509 6414 10000 11 32 2 500 6414 10000 11 32 2 509 6414 10000 11 32 2 509 6414 10000 11 32 2 509 6414 10000 11	D. J. D. L. Allers 22				<del></del>		Will a d care
Bruxelies   Belgium   1050   011 32 2 509 6414   1000	<u> </u>			L			
Last Name   First Name   Middle Name   Middl		State/Province/	Country	ZIP/Postal Code	_		
Last Name   First Name   First Name   Middle Name	Bruxelles	Belgium		1050	<u>[0</u>	11 32 2 509 6414	
Michielsen   Street Address 1   Street Address 2   PROCESSED	em 3. Related Persons						
Street Address 1  Rue du Prince Albert, 33  City  State/Province/Country  ID50 Bruxelles, Belgium  Relationship(s):  Executive Officer  (Identify additional related persons by checking this box  Identify additional related persons by checking this box  Industry Group  (Select one)  Agriculture  Banking and Financial Services  Commercial Banking  Investment Banking  Investment Banking  Investment Banking  Pooled Investment Fund  If selecting this industry group, also select one fund type below and answer the question below:  Hedge Fund  Private Equity Fund  Venture Capitlal Fund  Other Investment Fund  Other Investment Fund  Other Investment Fund  Other Reality Fund  Other Investment Fund  Other Investment Fund  Other Reality Fund  Other Reality Fund  Other Reality Fund  Other Investment Fund  Other Reality Fund  Other Investment Fund  Other Reality Fund	Last Name	First Na	me		N	iiddle Name	<u> </u>
Street Address 1  Rue du Prince Albert, 33  City  State/Province/Country  ID50 Bruxelles, Belgium  Relationship(s):  Executive Officer  (Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). )  Identify additional related persons by checking this bo	Michielsen	Alõis	·				
Relationship(s): Executive Officer Director Promoter    Clarification of Response (if Necessary)	Street Address 1			Street Address 2	i		
Relationship(s): Executive Officer Director Promoter    Clarification of Response (if Necessary)	Rue du Prince Albert, 33					PRO	TECCEN
Relationship(s): Executive Officer Director Promoter    Clarification of Response (if Necessary)		State/Province/C	Ountry	ZIP/Postal Code	_	12-	2CLUSED
Relationship(s): Executive Officer Director Promoter    Clarification of Response (if Necessary)					_	JA	N 3 0 2000
Construction   Cons			J			<b>600</b> a	. 0 0 2009
Construction   Cons	Relationship(s): Executive Officer	Director 1	Promoter			THOMS	ON DELITEDO
Agriculture Banking and Financial Services Commercial Banking Investment Banking Investment Fund If selecting this industry group, also select one fund type befow and answer the question below: Hedge Fund Private Equity Fund Private Equity Fund Venture Capital Fund Stehe Issuer registered as an investment company under the Investment Company under the Investment Company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services  Business Services Energy Business Services Energy Construction REITS & Finance Residential Other Real Estate Other Finance Residential Other Real Estate Other Energy Retailing Restaurants Technology Computers Technology Computers Telecommunications Other Technology Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel Commercial Other Travel Commercial Other	Clarification of Response (if Necessary)	,					VEDIEK?
Agriculture Banking and Financial Services Commercial Banking Investment Banking Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Private Equity Fund Other Investment Fund Stehe Issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services  Business Services Energy Delectric Utilities Residential Cod Mining Retailing Restaurants Technology Computers Technology Computers Telecommunications Other Fenergy Other Health Care Hospitals & Physicians Pharmaceuticals Other Health Care Other Travel Other	llde	ntfv additional rela	ted nersons	by checking this box X	and atta	ochina Item 3 Continuation P	Page(s), 1
Agriculture Banking and Financial Services Commercial Banking Dectric Utilities Energy Dectric Utilities Energy Conservation Dectric Utilities Energy Conservation Other Real Estate Other Real Estate Other Real Estate  Coal Mining Environmental Services Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Private Equity Fund Other Investment Fund Strice Investment Fund Strice Investment Fund Other Investment Fund Strice Investment Fund Other Investment Fund Strice Investment Fund Other Investment Fund Strice Investment Company Act of 1940?  Other Banking & Financial Services  Manufacturing  Construction ReITS & Finance Residential Other Real Estate Compensation Other Real Estate Other Real Estate Other Real Estate Other Real Estate Other Technology Travel  Lodging & Conventions Tourism & Travel Other Travel		-	ted persons	by theating the box	g 6/10 5112		
Banking and Financial Services  Commercial Banking Bectric Utilities Bectric Utilities Bectric Utilities Bectric Utilities Bectric Utilities Bestdential Other Real Estate Coal Mining Benvironmental Services Coal Mining Restailing Restaurants Technology Computers Technology Computers Technology Computers Telecommunications Other Tenerommunications Other Investment Fund Biotechnology Finance Wenture Capital Fund Other Investment Fund Biotechnology Finance Company under the Investment Company Act of 1940? Travel Other Banking & Finance Commercial Cother Banking & Finance Residential Other Real Estate Commercial Cother Travel Commercial Cother Travel C			Business	Services		Construction	
Investing Investment Banking Investment Banking Investment Banking Investment Fund If selecting this industry group, also select one fund type befow and answer the question below:  Hedge Fund Investment Fun	Banking and Financial Services		_			REITS & Finance	
Investing Investment Banking Pooled Investment Fund  If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Venture Capital Fund Stribus as an investment company Act of 1940?  Other Banking & Financial Services  Coal Mining Environmental Services Restaurants Technology Computers Telecommunications Other Energy Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Other Health Care Other Health Care Other Health Care Other Banking & Financial Services  Manufacturing Commercial Other	Ž -		$\sim$			Residential	
Investment Banking  Pooled Investment Fund  If selecting this industry group, also select one fund type below and answer the question below:  Hedge Fund  Private Equity Fund  Venture Capital Fund  Other Investment Fund  Is the Issuer registered as an investment company Act of 1940?  Other Banking & Financial Services  Environmental Services  Noil & Gas  Pooled Investment Fund  Dither Energy  Health Care  Biotechnology  Other Technology  Travel  Other Technology  Travel  Airlines & Airports  Lodging & Conventions  Tourism & Travel Services  Manufacturing  Real Estate  Commercial  Other	Q		<u> </u>	•		Other Real Estate	
Pooled Investment Fund  If selecting this industry group, also select one fund type below and answer the question below:  Hedge Fund  Private Equity Fund  Venture Capital Fund  Other Investment Fund  Is the Issuer registered as an investment company and of 1940?  Other Banking & Financial Services  Pooled Investment Fund  If selecting this industry group, also select one fund type below and answer the question below:  Health Care  Biotechnology  Other Telecommunications  Telecommunications  Other Technology  Travel  Other Travel  Other Health Insurance  Pharmaceuticals  Other Health Care  Other Health Care  Travel  Other Health Care  Tourism & Travel Services  Other Travel	Q " "		$\circ$	•	$\circ$	Retailing	
If selecting this industry group, also select one fund type below and answer the question below:  Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the Issuer registered as an investment company Act of 1940? Other Banking & Financial Services  Wenture Capital Services  Health Care Biotechnology Biotechnology Dither Energy Health Care Biotechnology Dither Senergy Health Care Biotechnology Dither Senergy Dither Senergy Technology Computers Telecommunications Tielecommunications Travel Dither Technology Computers Travel Other Technology	2		$\circ$		-		
triselecting this industry group, also select one fund type below and answer the question below:  Hedge Fund  Private Equity Fund  Venture Capital Fund  Other Investment Fund  Is the Issuer registered as an investment company act of 1940?  Other Banking & Financial Services  We below and answer the question below:  Health Care  Biotechnology  Health Insurance  Hospitals & Physicians  Pharmaceuticals  Other Health Care  Other Health Care  Other Health Care  Travel  Airlines & Airports  Lodging & Conventions  Tourism & Travel Services  Other Travel  Other Travel  Other Travel  Commercial  Other Travel			Ÿ			Technology	
Health Care Telecommunications  Private Equity Fund Health Insurance Other Technology  Venture Capital Fund Hospitals & Physicians Travel  Other Investment Fund Strike Issuer registered as an investment company under the Investment Company Act of 1940? Yes No  Other Banking & Financial Services  Health Care Other Health Care Other Travel  Other Banking & Financial Services  Travel  Airlines & Airports  Lodging & Conventions  Tourism & Travel Services  Other Travel  Other Travel  Commercial  Other			Otner	energy		Computers	
Private Equity Fund Venture Capital Fund Venture Capital Fund Other Investment Fund Stiff Investment Fund Stiff Investment Fund Stiff Investment Company Act of 1940? Other Banking & Financial Services  Pharmaceuticals Other Health Care Other Health Care Other Banking & Financial Services			~ ~			Telecommunications	
Venture Capital Fund Other Investment Fund Is the Issuer registered as an investment company act of 1940? Other Banking & Financial Services  Venture Capital Fund Hospitals & Physicians Pharmaceuticals Other Health Care Other Health Care  Manufacturing Real Estate Commercial  Other Travel Other Travel Other Travel Other Travel Other Travel Other Travel	× ·		×	<del>=-</del>	*	Other Technology	
Other Investment Fund  Is the Issuer registered as an investment company ander the Investment Company ander the Investment Company Act of 1940? Yes No  Other Banking & Financial Services  Other Banking & Financial Services  Commercial  Airlines & Airports  Looging & Conventions  Tourism & Travel Services  Other Travel  Commercial  Other	¥ '.		$\subseteq$		1	Travel	
is the Issuer registered as an investment company under the Investment Company under the Investment Company Act of 1940? Yes No Manufacturing Other Banking & Financial Services  Other Banking & Financial Services  Commercial Commercial Conter	<b>≍</b>		$\subseteq$	=	•		
company under the Investment Company Act of 1940? Yes No Manufacturing Other Banking & Financial Services  Real Estate Commercial Other	•	estment	<u> </u>			Lodging & Conventions	
Other Banking & Financial Services  Real Estate Commercial Other	company under the investment	Company	<u> </u>	_		Tourism & Travel Service:	s
Commercial Other	_	~		-		Other Tray	
J	Other Banking & Financial Services			-	$\circ$	Other	
	C1072 (00(00)		<u> </u>				



# U.S. Securities and Exchange Commission

01	evenue Range (for issuer not specifying "hed "other investment" fund in Item 4 above)	lge"	Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in item 4 above)	
	○ No Revenues	OR	No Aggregate Net Asset Value	
	\$1 - \$1,000,000		\$1-\$5,000,000	
	\$1,000,001 - \$5,000,000		S5,000,001 - \$25,000,000	
	\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000	
	\$25,000,001 - \$100,000,000		S50,000,001 - \$100,000,000	
	Over \$100,000,000		Over \$100,000,000	
	O Decline to Disclose		O Decline to Disclose	
	Not Applicable		O Not Applicable	
ltem 6.	Federal Exemptions and Exclusions	: Claimed (Se	elect all that apply)	
			npany Act Section 3(c)	
_	ule 504(b)(1) (not (i), (ii) or (iii))	Section 3	c)(1) Section 3(c)(9)	
	ile 504(b)(1)(i)	Section 3	c)(2) Section 3(c)(10)	
	ıle 504(b)(1)(ii)	Section 3(	c)(3) Section 3(c)(11)	
	lle 504(b)(1)(lli)	Section 3	(c)(4) Section 3(c)(12)	
	le 505	Section 3	(c)(5) Section 3(c)(13)	
انت	ile 506	Section 3	(c)(6)	
∐ ≥e	curities Act Section 4(6)	Section 3		
	Type of Filing			
None	Notice OR Amend	lment		
y wew	Martin			
_	First Sale in this Offering: December 26, 20		First Sale Yet to Occur	
Date of F	First Sale in this Offering: December 26, 20	<del>-</del>	First Sale Yet to Occur	
ate of F	irst Sale in this Offering: December 26, 20  Duration of Offering	08 OR [		
Date of F	Duration of Offering  The issuer intend this offering to last more	08 OR than one year?	Yes 🔀 No	
Date of F tem 8. Does i	Duration of Offering  the issuer intend this offering to last more  Type(s) of Securities Offered (Sel	OR OR than one year?	☐ Yes ☑ No	_
Date of F  tem 8.  Does i  tem 9.	Duration of Offering  Type(s) of Securities Offered (Selective)	than one year?	Yes 🔀 No	
Date of F tem 8. Does i tem 9.	Duration of Offering  Type(s) of Securities Offered (Selective)	than one year?    ect all that app   Poolec	Yes No Investment Fund Interests t-in-Common Securities	
tem 8.  Does tem 9.  Equ Det	Duration of Offering  Type(s) of Securities Offered (Selective)	than one year?    ect all that app   Poolec	Yes No Ily) I Investment Fund Interests t-in-Common Securities al Property Securities	
tem 8.  Does i  tem 9.  Equ  Det  Ano	Duration of Offering  Type(s) of Securities Offered (Selutity  Other Right to Acquire	than one year?    ect all that app   Pooled   Tenan   Minera	Yes No Ily) I Investment Fund Interests t-in-Common Securities al Property Securities	
Date of F  tem 8.  Does i  tem 9.  Equ  Opti Ano Secu	Duration of Offering  Type(s) of Securities Offered (Sel  lity  ot  ion, Warrant or Other Right to Acquire ther Security  prity to be Acquired Upon Exercise of Option,	than one year?    ect all that app   Poolectic Tenant   Mineratic Other (	Yes No Ily) I Investment Fund Interests t-in-Common Securities al Property Securities	
Date of F  tem 8.  Does 1  tem 9.  Det  Ano Sect. Wan  Is this	Duration of Offering  the issuer intend this offering to last more of the issuer intend this offering to last more of the issuer intend this offering to last more of the issuer intend this offering to last more of the issuer intend this offering to last more of the issuer intend this offering to last more of the issuer intended the issuer intended to last more of the issuer intended to l	than one year?    ect all that app   Pooled   Tenan   Mineral   Other of the positions of t	Yes No Ily) I Investment Fund Interests t-in-Common Securities al Property Securities (Describe)	
Date of File Item 8.  Does Item 9.  Equivalent Deb Secu Wan	Duration of Offering  Type(s) of Securities Offered (Seluity  Dian, Warrant or Other Right to Acquire ther Security  Dirity to be Acquired Upon Exercise of Option, rant or Other Right to Acquire Security  Diangle Business Combination Transaction offering being made in connection with a botton, such as a merger, acquisition or exchange	than one year?    ect all that app   Pooled   Tenan   Mineral   Other of the positions of t	Yes No  Ny  Investment Fund Interests t-in-Common Securities al Property Securities (Describe)	
Date of File Item 8.  Does Item 9.  Equivalent Deb Secu Wan	Duration of Offering  the issuer intend this offering to last more of the issuer intend this offering to last more of the issuer intend this offering to last more of the issuer intend this offering to last more of the issuer intend this offering to last more of the issuer intend this offering to last more of the issuer intended the issuer intended to last more of the issuer intended to l	than one year?    ect all that app   Pooled   Tenan   Mineral   Other of the positions of t	Yes No  Ny  Investment Fund Interests t-in-Common Securities al Property Securities (Describe)	

#### U.S. Securities and Exchange Commission

Item 12. Sales Compensation   Recipient   Recipient	Item 11. Minimum Investment	3							
Recipient CRD Number  No sales compensation is being paid  (Associated) Broker or Dealer CRD Number    Associated) Broker or Dealer CRD Number	Minimum investment accepted from any outside in	nvestor \$	No outside	e investo	ors				
No sales compensation is being paid    Associated) Broker or Dealer CRD Number	Item 12. Sales Compensation	•						<del></del>	
Associated  Broker or Dealer CRD Number   Street Address 1   Street Address 2	Recipient		Recipient	CRD Nun	nber				
No CRD Number	No sales compensation is being paid					<del></del>		No CRD No	mber
States of Solicitation   All States   State/Province/Country   ZIP/Postal Code	(Associated) Broker or Dealer None		(Associate	d) Broker	r or Dealer (	RD Nun	ber		
City   State/Province/Country   ZiP/Postal Code								No CRD Nu	mber
States of Solicitation   All States	Street Address 1		Street Add	ress 2					
States of Solicitation   All States									
II.   IN   IA   KS   KY   LA   ME   MD   MA   MI   MN   MS   MO   MS   MO   MS   MS   MS   MS	City	State/Province/	Country	ZIP/Pos	stal Code				
II.   IN   IA   KS   KY   LA   ME   MD   MA   MI   MN   MS   MO   MS   MO   MS   MS   MS   MS		L		L					
IL				12001	Property Control	delen Vil			
RI   SC   SD   TN   TX   UT   VT   VA   WA   WV   WI   WY   PR (Identify additional person(s) being paid compensation by checking this box   and attaching Item 12 Continuation Page(s) Item 13. Offering and Sales Amounts  (a) Total Offering Amount   S   6,864,100   OR   Indefinite   (b) Total Amount Sold   S   G.864,100   OR   Indefinite   (c) Total Remaining to be Sold (Subtract (a) from (b)) Or   Indefinite    2			ME I	MD ON	The state of the s	) MI	□ MN	I MS	MO
RI   SC   SD   TN   TX   UT   VT   VA   WA   WV   WI   WY   PR (Identify additional person(s) being paid compensation by checking this box   and attaching Item 12 Continuation Page(s) Item 13. Offering and Sales Amounts    (a) Total Offering Amount   S   6.864,100   OR   Indefinite						<b>100 St.</b>			
term 13. Offering and Sales Amounts  (a) Total Offering Amount  (b) Total Amount Sold  (c) Total Remaining to be Sold (Subtract (a) from (b))  Clarification of Response (if Necessary)  *The S amount is calculated on the closing sales price in Euros of Solvay S.A. shares on the Euronext Brussels Stock Exchange, converted into USD at the December 26, 2008 exchange rate of Euro 1 = USD 1.4062.  Item 14. Investors  Check this box   if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:  Enter the total number of investors who already have invested in the offering:  31  Item 15. Sales Commissions and Finders' Fees Expenses  Provide separately the amounts of sales commissions and finders' fees expenses. If any. If an amount is not known, provide an estimate and check the box next to the amount.  Sales Commissions \$			Vī □\	/A [	] WA [	) WV	☐ WI		PR
(a) Total Offering Amount  (b) Total Amount Sold  (c) Total Remaining to be Sold (Subtract (a) from (b))  Garification of Response (if Necessary)  *The S amount is calculated on the closing sales price in Euros of Solvay S.A. shares on the Euronext Brussels Stock Exchange, converted into USD at the December 26, 2008 exchange rate of Euro 1 = USD 1.4062.  Item 14. Investors  Check this box   if securities in the offering have been or may be sold to persons who do not qualify as accredited Investors, and enter the number of such non-accredited investors who already have invested in the offering:  Enter the total number of investors who already have invested in the offering:  31  Item 15. Sales Commissions and Finders' Fees Expenses  Provide separately the amounts of sales commissions and finders' fees expenses, If any. If an amount is not known, provide an estimate and check the box next to the amount.  Sales Commissions \$ Estimate  Clarification of Response (if Necessary)  Finders' Fees \$ Estimate	(Identify additional person(s) being p	oald compensatio	on by check	ing this b	ons 🔲 xox	attachir	ng Item 12	Continuation	on Page(s).
(b) Total Amount Sold  (c) Total Remaining to be Sold (Subtract (a) from (b))  Clarification of Response (if Necessary)  *The \$ amount is calculated on the closing sales price in Euros of Solvay \$.A. shares on the Euronext Brussels Stock Exchange, converted into USD at the December 26, 2008 exchange rate of Euro 1= USD 1.4062.  Item 14. Investors  Check this box   If securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:  Enter the total number of investors who already have invested in the offering:  131  Item 15. Sales Commissions and Finders' Fees Expenses  Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.  Sales Commissions \$	Item 13. Offering and Sales Amounts							,	
(c) Total Amount Sold  (c) Total Remaining to be Sold (Subtract (a) from (b))  (c) Total Remaining to be Sold (Subtract (a) from (b))  (antification of Response (if Necessary)   "The S amount is calculated on the closing sales price in Euros of Solvay S.A. shares on the Euronext Brussels Stock Exchange, converted into USD at the December 26, 2008 exchange rate of Euro 1= USD 1.4062.  Item 14. Investors  Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:  Enter the total number of investors who already have invested in the offering:  11. Item 15. Sales Commissions and Finders' Fees Expenses  Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.  Sales Commissions \$	(a) Total Offering Amount \$ 6.864,10	00				OR	- Inda	finito	
(c) Total Remaining to be Sold (Subtract (a) from (b))  Clarification of Response (if Necessary)  "The \$ amount is calculated on the closing sales price in Euros of Solvay \$.A. shares on the Euronext Brussels Stock Exchange, converted into USD at the December 26, 2008 exchange rate of Euro 1 = USD 1.4062.  Item 14. Investors  Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:  Enter the total number of investors who already have invested in the offering:  Item 15. Sales Commissions and Finders' Fees Expenses  Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.  Sales Commissions \$						VIII	mee	HILLE	
(Subtract (a) from (b))  Garification of Response (if Necessary)  "The \$ amount is calculated on the closing sales price in Euros of Solvay 5.A. shares on the Euronext Brussels Stock Exchange, converted into USD at the December 26, 2008 exchange rate of Euro 1 = USD 1.4062.  Item 14. Investors  Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:  Enter the total number of investors who already have invested in the offering:  31  Item 15. Sales Commissions and Finders' Fees Expenses  Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.  Sales Commissions \$	(3) 7-14 15	00			<u></u> -				
"The \$ amount is calculated on the closing sales price in Euros of Solvay S.A. shares on the Euronext Brussels Stock Exchange, converted into USD at the December 26, 2008 exchange rate of Euro 1 = USD 1.4062.  Item 14. Investors  Check this box	(Subtract (a) from (b))					OR	Inde	finite	
Exchange, converted into USD at the December 26, 2008 exchange rate of Euro 1 = USD 1.4062.   Item 14. Investors   Check this box   If securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:    Enter the total number of investors who already have invested in the offering:   31     Item 15. Sales Commissions and Finders' Fees Expenses   Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.   Sales Commissions \$   Estimate     Clarification of Response (if Necessary)   Estimate	Clarification of Response (if Necessary)		<u>.</u>						
Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:  Enter the total number of investors who already have invested in the offering:  31  Item 15. Sales Commissions and Finders' Fees Expenses  Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.  Sales Commissions \$							ct Brussel:	s Stock	
Enter the total number of investors who already have invested in the offering:    The total number of investors who already have invested in the offering:   31	item 14. investors	<u> </u>	<del></del> -			-			
Item 15. Sales Commissions and Finders' Fees Expenses  Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.  Sales Commissions \$					lo not quali	fy as acc	redited Inv	restors, and	enter the
Item 15. Sales Commissions and Finders' Fees Expenses  Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.  Sales Commissions \$	Enter the total number of investors who already has	ve invested in th	e offering:	31		_			
Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.    Sales Commissions \$	•			[					
Clarification of Response (if Necessary)  Sales Commissions \$ Estimate  Estimate	Provide constably the appropriate of cales commission	e and flader' fo		· Hans	y an amou	nt le not	Lnoum or	ovido zo od	limate and
Clarification of Response (if Necessary) Finders' Fees \$ Estimate		ו פונים ווונטפוט ופ	es expense:	o, ii aiiy.	ii all alliou	1100	Kitowii, pi	Ovide all esi	MIND STRIFF
Clarification of Response (if Necessary)		5.	ales Commi	ssions \$				Estima	te
No sales commissions or finders fees.	Clarification of Response (if Necessary)		Finders	'Fees\$				Estima	te
	No sales commissions or finders fees.								

### U.S. Securities and Exchange Commission

em 16. Use of Proceeds  ovide the amount of the gross proceeds of the offering that has been or i	
red for payments to any of the persons required to be named as e rectors or promoters in response to item 3 above. If the amount is unknown timate and check the box next to the amount.	RECURVE ORICEIS,
Clarification of Response (if Necessary)	
Offering consists of granting \$6,864,100* of options to of Solvay S.A.'s majority-owned U.S. subsidiaries.	o purchase Solvay S.A. shares to eligible senior managers
ignature and Submission	
Please verify the information you have entered and review the 3	erms of Submission below before signing and submitting this notice.
Terms of Submission. In Submitting this notice, each id	entified issuer is:
Irrevocably appointing each of the Secretary of the S the State in which the Issuer maintains its principal place of bu process, and agreeing that these persons may accept service o such service may be made by registered or certified mail, in an against the Issuer in any place subject to the jurisdiction of the activity in connection with the offering of securities that is the provisions of: (i) the Securities Act of 1933, the Securities Excha Company Act of 1940, or the Investment Advisers Act of 1940, State in which the issuer maintains its principal place of business.	nce with applicable law, the Information furnished to offerees. EC and the Securities Administrator or other legally designated officer of siness and any State In which this notice is filed, as its agents for service of n its behalf, of any notice, process or pleading, and further agreeing that y Federal or state action, administrative proceeding, or arbitration brought United States, if the action, proceeding or arbitration (a) arises out of any subject of this notice, and (b) is founded, directly or indirectly, upon the nge Act of 1934, the Trust Indenture Act of 1939, the Investment or any rule or regulation under any of these statutes; or (ii) the laws of the
110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to requi- "covered securities" for purposes of NSMIA, whether in all instances or	onal Securities Markets improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, re information. As a result, if the securities that are the subject of this Form D are due to the nature of the offering that is the subject of this Form D, States cannot se and can require offering materials only to the extent NSMIA permits them to do
	to be true, and has duly caused this notice to be signed on its behalf by the attach Signature Continuation Pages for signatures of issuers identified
Issuer(s)	Name of Signer
Solvay S.A.	Bernard de Laguiche
Signature	Tittle
K 13 chilabelle	Director, Member of the Executive Committee, and CFO
Number of continuation pages attached: 4	Date 8/1/2000 January , 2009
Persons who respond to the collection of information contained in th number.	is form are not required to respond unless the form displays a currently valid ON

# U.S. Securities and Exchange Commission

Washington, DC 20549

Last Name	First Name	Middle Name
Cautreels	Werner	
itreet Address 1		Street Address 2
Rue du Prince Albert, 33		
lity	State/Province/Country	ZIP/Postal Code
050 Bruxelles, Belgium		
telationship(s): X Executive Officer	Director Promoter	
Larification of Response (if Necessary)		
<del>-</del>		
Last Name	First Name	Middle Name
Jourquin	Christian	
Street Address 1		Street Address 2
Rue du Prince Albert, 33		
Tity	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s): X Executive Office	Director Promoter	
Clarification of Response (if Necessary)		
ciguireannu or nephonise (ir idecepsat à l		
•		
Last Name	First Name	Middle Name
·	First Name Bernard	Middle Name
de Laguiche Street Address 1	<del></del>	Middle Name Street Address 2
Last Name de Laguiche Street Address 1 Rue du Prince Albert, 33	Bernard	
de Laguiche Street Address 1	<del></del>	
de Laguiche Street Address 1 Rue du Prince Albert, 33	Bernard	Street Address 2
de Laguiche Street Address 1 Rue du Prince Albert, 33 City	Bernard  State/Province/Country	Street Address 2
de Laguiche Street Address 1 Rue du Prince Albert, 33 City 1050 Bruxelles, Belgium	Bernard  State/Province/Country	Street Address 2
de Laguiche Street Address 1 Rue du Prince Albert, 33 City  050 Bruxelles, Belgium Relationship(s): X Executive Officer	Bernard  State/Province/Country	Street Address 2
de Laguiche  street Address 1  Rue du Prince Albert, 33  Sity  050 Bruxelles, Belgium  Relationship(s):   Executive Officer  Clarification of Response (if Necessary)	State/Province/Country  Director Promoter	Street Address 2 ZiP/Postal Code
de Laguiche Street Address 1 Rue du Prince Albert, 33 City 1050 Bruxelles, Belgium Relationship(s): X Executive Officer Clarification of Response (if Necessary) Last Name	State/Province/Country  Director Promoter	Street Address 2
de Laguiche Street Address 1 Rue du Prince Albert, 33 City 1050 Bruxelles, Belgium Relationship(s): X Executive Officer Clarification of Response (if Necessary) Last Name De Cuyper	State/Province/Country  Director Promoter	Street Address 2 ZiP/Postal Code
de Laguiche Street Address 1 Rue du Prince Albert, 33 Lity 1050 Bruxelles, Belgium Relationship(s): 🔀 Executive Officer Clarification of Response (if Necessary) Last Name De Cuyper Street Address 1	State/Province/Country  Director Promoter	Street Address 2  ZIP/Postal Code  Middle Name
de Laguiche Street Address 1 Rue du Prince Albert, 33 City 1050 Bruxelles, Belgium Relationship(s): X Executive Officer Clarification of Response (if Necessary) Last Name De Cuyper Street Address 1 Rue du Prince Albert, 33	State/Province/Country  Director Promoter	Street Address 2  ZIP/Postal Code  Middle Name
de Laguiche Street Address 1 Rue du Prince Albert, 33 Lity 1050 Bruxelles, Belgium Relationship(s): X Executive Officer	State/Province/Country    Director   Promoter	Street Address 2  ZIP/Postal Code  Middle Name  Street Address 2
de Laguiche Street Address 1 Rue du Prince Albert, 33 City 1050 Bruxelles, Belgium Relationship(s): X Executive Officer Clarification of Response (if Necessary) Last Name De Cuyper Street Address 1 Rue du Prince Albert, 33 City	State/Province/Country    Director   Promoter   First Name   Vincent   State/Province/Country	Street Address 2  ZIP/Postal Code  Middle Name  Street Address 2  ZIP/Postal Code

# U.S. Securities and Exchange Commission

Washington, DC 20549

tem 3. Related Persons (Continu	red)	
Last Name	First Name	Middle Name
van Rijckevorsel	Jacques	
Street Address 1		Street Address 2
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s): 🔀 Executive Officer	Director Promoter	
Clarification of Response (if Necessary)		
Last Name	First Name	Middle Name
Mesland	Jean-Michael	
Street Address 1		Street Address 2
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s): X Executive Officer	☐ Director ☐ Promoter	
Clarification of Response (if Necessary)		
Last Name	First Name	Middle Name
Keams	Roger	
Street Address 1		Street Address 2
16-17 Floor, Wave Place, 55 Wireless	Road, Kwaeng Lumpini	
City	State/Province/Country	ZIP/Postal Code
Khet Pathumwan, Bangkok	10330 Thailand	
Relationship(s): X Executive Officer	Director Promoter	
Clarification of Response (if Necessary)		
Last Name	First Name	Middle Name
de Wangen	Baron Hubert	
Street Address 1		Street Address 2
Rue du Prince Albert, 33		
City	State/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s): Executive Officer	□ Promoter     □ Promoter	
Clarification of Response (if Necessary)		·
, i	_ <del></del>	

# U.S. Securities and Exchange Commission

Washington, DC 20549

Last Name	First Name		Middle Name
Solvay	Jean-Marie		
treet Address 1		Street Address 2	
Rue du Prince Albert, 33			
Ity	State/Province/Country	ZIP/Postal Code	
050 Bruxelles, Belgium			
Relationship(s): Executive Offi	cer 🕱 Director 🗌 Promoter		
Clarification of Response (If Necessary	» [ <del></del>		
	´ L		
Last Name	First Name		Middle Name
de Selliers de Moranville	Chevalier Guy	<u></u>	7
Street Address 1		Street Address 2	J
Rue du Prince Albert, 33	<del></del>		
City	State/Province/Country	ZIP/Postal Code	
1050 Bruxelles, Belgium			
Relationship(s): Executive Offi	icer 🗙 Dirøctor 🗌 Promoter		
<u></u>		<del></del>	
Clarification of Response (if Necessar)	″ <u></u>		
Last Name	First Name		Middle Name
Solvay	Denis		
	Deluz		F [
Street Address 1	Dens	Street Address 2	
	Dens	Street Address 2	
Street Address 1	State/Province/Country	Street Address 2  ZIP/Postal Code	
Street Address 1 Rue du Prince Albert, 33			
Street Address 1 Rue du Prince Albert, 33 City 1050 Bruxelles, Belgium	State/Province/Country	ZIP/Postal Code	
Street Address 1  Rue du Prince Albert, 33  City  1050 Bruxelles, Belgium  Relationship(s): Executive Offi	State/Province/Country	ZIP/Postal Code	
Street Address 1 Rue du Prince Albert, 33 City 1050 Bruxelles, Belgium	State/Province/Country	ZIP/Postal Code	
Street Address 1  Rue du Prince Albert, 33  City  1050 Bruxelles, Belgium  Relationship(s): Executive Offi  Clarification of Response (If Necessar)	State/Province/Country	ZIP/Postal Code	
Street Address 1  Rue du Prince Albert, 33  City  1050 Bruxelles, Belgium  Relationship(s): Executive Offi  Clarification of Response (if Necessary	State/Province/Country	ZIP/Postal Code	Middle Name
Street Address 1  Rue du Prince Albert, 33  City  1050 Bruxelles, Belgium  Relationship(s): Executive Offi  Clarification of Response (if Necessary  Last Name	State/Province/Country  Compared Director Promoter  ()	ZIP/Postal Code	Middle Name
Street Address 1  Rue du Prince Albert, 33  City  1050 Bruxelles, Belgium  Relationship(s): Executive Offi  Clarification of Response (if Necessary  Last Name  Boël  Street Address 1	State/Province/Country    Compared to the promoter   Pr	ZIP/Postal Code	Middle Name
Street Address 1  Rue du Prince Albert, 33  City  1050 Bruxelles, Belgium  Relationship(s): Executive Offi  Clarification of Response (if Necessary  Last Name  Boël  Street Address 1  Rue du Prince Albert, 33	State/Province/Country    Control   Promoter     First Name     Nicolas	ZIP/Postal Code	Middle Name
Street Address 1 Rue du Prince Albert, 33 City 1050 Bruxelles, Belgium Relationship(s): Executive Offi Clarification of Response (if Necessary Last Name Boël Street Address 1 Rue du Prince Albert, 33 City	State/Province/Country    Compared to the promoter   Pr	ZIP/Postal Code	Middle Name
Street Address 1  Rue du Prince Albert, 33  City  1050 Bruxelles, Belgium  Relationship(s): Executive Offi  Clarification of Response (if Necessary  Last Name  Boël  Street Address 1  Rue du Prince Albert, 33	State/Province/Country    Control   Promoter     First Name     Nicolas	ZIP/Postal Code  Street Address 2	Middle Name
Street Address 1 Rue du Prince Albert, 33 City 1050 Bruxelles, Belgium Relationship(s): Executive Offi Clarification of Response (if Necessary Last Name Boël Street Address 1 Rue du Prince Albert, 33 City 1050 Bruxelles, Belgium	State/Province/Country    Control   Promoter     First Name     Nicolas	ZIP/Postal Code  Street Address 2  ZIP/Postal Code	Middle Name

# U.S. Securities and Exchange Commission

Washington, DC 20549

item 3. Related Persons (Continued)		
Last Name	First Name	Middle Name
Sadler	Whitson	
Street Address 1		Street Address 2
Rue du Prince Albert, 33		
City St	te/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s): Executive Officer	Director Promoter	
Clarification of Response (if Necessary)		
Last Name	First Name	Middle Name
van Zeebroeck	Jean	
Street Address 1		Street Address 2
Rue du Prince Albert, 33		
City St	ste/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s): Executive Officer	Director Promoter	
Clarification of Response (if Necessary)	<u> </u>	
Claimcation or nesponse (ii Necessary)		
Last Name	First Name	Middle Name
Folz	Jean-Martin	
Street Address 1		Street Address 2
Rue du Prince Albert, 33		
	ite/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s): Executive Officer	Director Promoter	
Clarification of Response (if Necessary)		
Last Name	First Name	Middle Name
Casimir-Lambert	Charles	
Street Address T		Street Address 2
Rue du Prince Albert, 33		
City Str	te/Province/Country	ZIP/Postal Code
1050 Bruxelles, Belgium		
Relationship(s): Executive Officer	Director Promoter	
Clarification of Response (if Necessary)		
		(Convendues additional range of this page as peress

#### U.S. Securities and Exchange Commission

Washington, DC 20549

ast Name	First Name	<del>_</del>	Middle Name
van Miert	Karel		
treet Address 1	<b>—</b>	Street Address 2	
lue du Prince Albert, 33		[	
ity Sti	ate/Province/Country	ZIP/Postal Code	
050 Bruxelles, Belgium			
elationship(s): Executive Officer	Director Promoter		
larification of Response (if Necessary)			
Last Name	First Name		Middle Name
Bufe, Dr.	Uwe-Ernst		
treet Address 1		Street Address 2	
Rue du Prince Albert, 33			
<del></del>	ate/Province/Country	ZIP/Postal Code	
050 Bruxelles, Belgium			
	Director Promoter	·	
	D C.C.C.		
telationship(s): Executive Officer	<del></del>		
Clarification of Response (if Necessary)			
	First Name		Middle Name
Clarification of Response (if Necessary)			Middle Name
Clarification of Response (if Necessary)	First Name	Street Address 2	Middle Name
Last Name	First Name	Street Address 2	Middle Name
Last Name van Rossum treet Address 1 Rue du Prince Albert, 33	First Name	Street Address 2 ZIP/Postal Code	Middle Name
Last Name van Rossum treet Address 1 Rue du Prince Albert, 33	First Name Anton		Middle Name
Last Name van Rossum breet Address 1 Rue du Prince Albert, 33 Lity Str	First Name Anton Anton ate/Province/Country		Middle Name
Last Name  van Rossum  treet Address 1  Rue du Prince Albert, 33  Lity Str.  050 Bruxelles, Belgium	First Name Anton Anton ate/Province/Country		Middle Name
Last Name van Rossum breet Address 1 Rue du Prince Albert, 33 Lity Str	First Name Anton Anton ate/Province/Country		Middle Name
Last Name van Rossum irreet Address 1 Rue du Prince Albert, 33 Rity Str. 050 Bruxelles, Belgium lelationship(s): Executive Officer X Clarification of Response (if Necessary)	First Name Anton  ate/Province/Country  Director Promoter		
Last Name  van Rossum  treet Address 1  Rue du Prince Albert, 33  Lity Str  050 Bruxelles, Belgium  lelationship(s): Executive Officer X  Clarification of Response (if Necessary)	First Name Anton Anton ate/Province/Country		Middle Name
Last Name  Van Rossum  Breet Address 1  Rue du Prince Albert, 33  Sity Str.  050 Bruxelles, Belgium  Lelationship(s): Executive Officer X  Clarification of Response (if Necessary)  Last Name  Scheuble, Dr.	First Name Anton  ate/Province/Country  Director Promoter	ZIP/Postal Code	
Last Name van Rossum treet Address 1 Rue du Prince Albert, 33 Rity Str  050 Bruxelles, Belgium telationship(s): Executive Officer X Clarification of Response (if Necessary) Last Name Scheuble, Dr. treet Address 1	First Name Anton  ate/Province/Country  Director Promoter  First Name		
Last Name van Rossum irreet Address 1 Rue du Prince Albert, 33 Lity Str.  050 Bruxelles, Belgium lelationship(s): Executive Officer  Last Name Scheuble, Dr.  Greet Address 1 Rue du Prince Albert, 33	First Name Anton  ate/Province/Country  Director Promoter  First Name Bernhard	ZIP/Postal Code  Street Address 2	
Last Name  Van Rossum  Breet Address 1  Rue du Prince Albert, 33  Clarification of Response (if Necessary)  Last Name  Clarification of Response (if Necessary)  Last Name  Scheuble, Dr.  Greet Address 1  Rue du Prince Albert, 33  Clarification of Response (if Necessary)  Clarification of Response (if Necessary)  Last Name  Scheuble, Dr.  Greet Address 1  Rue du Prince Albert, 33  City Str	First Name Anton  ate/Province/Country  Director Promoter  First Name	ZIP/Postal Code	
Last Name van Rossum irreet Address 1 Rue du Prince Albert, 33 Lity Str.  050 Bruxelles, Belgium lelationship(s): Executive Officer  Last Name Scheuble, Dr.  Greet Address 1 Rue du Prince Albert, 33	First Name Anton  ate/Province/Country  Director Promoter  First Name Bernhard	ZIP/Postal Code  Street Address 2	
Last Name  Van Rossum  Breet Address 1  Rue du Prince Albert, 33  Clarification of Response (if Necessary)  Last Name  Clarification of Response (if Necessary)  Last Name  Scheuble, Dr.  Greet Address 1  Rue du Prince Albert, 33  Clarification of Response (if Necessary)  Clarification of Response (if Necessary)  Last Name  Scheuble, Dr.  Greet Address 1  Rue du Prince Albert, 33  City Str	First Name Anton  ate/Province/Country  Director Promoter  First Name Bernhard  ate/Province/Country	ZIP/Postal Code  Street Address 2	