
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

The Chemours Company
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-4845564
(I.R.S. Employer
Identification No.)

1007 Market Street, Wilmington, Delaware 19899
(Address, including zip code, and telephone number, including area code, of principal executive offices)

**THE CHEMOURS COMPANY
STOCK ACCUMULATION AND DEFERRED COMPENSATION PLAN FOR DIRECTORS**
(Full title of the plan)

David C. Shelton, Esq.
General Counsel
The Chemours Company
1007 Market Street, Wilmington, Delaware 19899
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (302) 773-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01(1)	250,000 Shares	\$15.27(2)	\$3,817,500(2)	\$443.59
Deferred Compensation Obligations (3)	\$5,000,000	N/A	\$5,000,000	\$581.00

- (1) Represents shares of common stock, par value \$0.01 per share (“Common Stock”) of The Chemours Company (“Chemours” or “Registrant”), that may be issued in connection with distributions from The Chemours Company Stock Accumulation and Deferred Compensation Plan for Directors (the “Plan”). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an indeterminate number of shares of Common Stock that may be issuable under the Plan as a result of a stock split, stock dividend or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee, based, in accordance with Rule 457(c) and Rule 457(h) of the Securities Act, on the average of the high and low prices for the Common Stock in the “when issued” trading market as reported on the New York Stock Exchange on June 26, 2015
- (3) The deferred compensation obligations are unsecured obligations of The Chemours Company to pay deferred compensation in the future in accordance with the Plan.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering (1) 250,000 shares of common stock, par value \$0.01 per share, of The Chemours Company issuable pursuant to The Chemours Company Stock Accumulation and Deferred Compensation Plan for Directors (the "Plan") and (2) an aggregate of \$5,000,000 deferred compensation obligations to be offered pursuant to the Plan.

PART I

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428(b)(1) of the Securities Act, and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I have been or will be delivered to the participants in the Plan as required by Rule 428(b).

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, which have been filed by the Registrant with the Securities and Exchange Commission (the "Commission"), are incorporated herein by reference:

1. our Registration Statement on Form 10 initially filed on December 18, 2014, as amended by Amendment No. 1 on February 12, 2015, Amendment No. 2 on April 21, 2015, Amendment No. 3 on May 13, 2015, and Amendment No. 4 on June 5, 2015, under the Securities Exchange Act of 1934, as amended (the "Exchange Act");
2. our Current Report on Form 8-K dated June 19, 2015; and
3. the description of our Common Stock contained in our Information Statement filed as Exhibit 99.1 to the Registration Statement on Form 10 dated June 5, 2015, including any amendment or report filed for the purpose of updating such description.

All documents filed by Chemours with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement (other than any such documents or portions thereof that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, unless otherwise indicated therein, including any exhibits included with such Items), prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Unless otherwise stated in the applicable reports, information furnished under Item 2.02 or 7.01 of a Current Report on Form 8-K shall not be incorporated by reference.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained or incorporated by reference herein or in any subsequently filed document which is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

David C. Shelton, who is providing the legal opinion attached as Exhibit 5.1 hereto, is employed by the Registrant as its General Counsel.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Delaware General Corporation Law (the “DGCL”) authorizes corporations to limit or eliminate the personal liability of directors to corporations and their stockholders for monetary damages for breaches of directors’ fiduciary duties as directors, and our amended and restated certificate of incorporation will include such an exculpation provision. Under the provisions of our amended and restated certificate of incorporation and bylaws, each person who is or was one of our directors or officers shall be indemnified by us as of right to the full extent permitted by the DGCL.

Under the DGCL, to the extent that a person is successful on the merits in defense of a suit or proceeding brought against him because he is or was one of our directors or officers, he shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred in connection with such action. If unsuccessful in defense of a third-party civil suit or a criminal suit, or if such a suit is settled, that person shall be indemnified against both (i) expenses, including attorneys’ fees, and (ii) judgments, fines and amounts paid in settlement if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, our best interests and, with respect to any criminal action, had no reasonable cause to believe his conduct was unlawful. If unsuccessful in defense of a suit brought by or in our right, or if such suit is settled, that person shall be indemnified only against expenses, including attorneys’ fees, incurred in the defense or settlement of the suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, our best interests, except that if he is adjudged to be liable for negligence or misconduct in the performance of his duty to us, he cannot be made whole even for expenses unless the court determines that he is fairly and reasonably entitled to indemnity for such expenses.

Under our amended and restated certificate of incorporation and bylaws, the right to indemnification includes the right to be paid by us the expenses incurred in defending any action, suit or proceeding in advance of its final disposition, subject to the receipt by us of undertakings as may be legally defined. In any action by an indemnitee to enforce a right to indemnification or by us to recover advances made, the burden of proving that the indemnitee is not entitled to be indemnified is placed on us.

We maintain liability insurance for our directors and officers to provide protection where we cannot legally indemnify a director or officer and where a claim arises under the Employee Retirement Income Security Act of 1974 against a director or officer based on an alleged breach of fiduciary duty or other wrongful act and directors’ and officers’ liability insurance for our directors and officers.

The foregoing is only a general summary of certain aspects of Delaware law and our certificate of incorporation and bylaws dealing with indemnification of directors and officers and does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of those sections of the DGCL referenced above and our certificate of incorporation and bylaws.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

The list of exhibits is set forth under “Exhibit Index” at the end of this Registration Statement and is incorporated herein by reference.

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Delaware, on June 30, 2015.

THE CHEMOURS COMPANY

By: /s/ Mark E. Newman
Mark E. Newman
Senior Vice President and
Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Mark E. Newman and Amy P. Trojanowski, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including all pre-effective and post-effective amendments and registration statements filed pursuant to Rule 462 of the Securities Act of 1933), and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>/s/ Mark P. Vergnano</u> Mark P. Vergnano	Chief Executive Officer (Principal Executive Officer)	June 30, 2015
<u>/s/ Mark E. Newman</u> Mark E. Newman	Chief Financial Officer (Principal Financial Officer)	June 30, 2015
<u>/s/ Amy P. Trojanowski</u> Amy P. Trojanowski	Corporate Controller (Principal Accounting Officer)	June 30, 2015
<u>/s/ Curtis J. Crawford</u> Curtis J. Crawford	Director	June 30, 2015
<u>/s/ Michael P. Heffernan</u> Michael P. Heffernan	Director	June 30, 2015
<u>/s/ Nigel Pond</u> Nigel Pond	Director	June 30, 2015
<u>/s/ Steven Zelac</u> Steven Zelac	Director	June 30, 2015

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	Form of Amended and Restated Certificate of Incorporation of The Chemours Company (incorporated by reference to Exhibit 3.1 of Amendment No. 4 to Chemours' Registration Statement on Form 10 filed on June 5, 2015).
3.2	Form of Amended and Restated Bylaws of The Chemours Company (incorporated by reference to Exhibit 3.2 of Amendment No. 4 to Chemours' Registration Statement on Form 10 filed on June 5, 2015).
4.1	The Chemours Company Stock Accumulation and Deferred Compensation Plan for Directors.*
5.1	Opinion of David C. Shelton, Esq.*
23.1	Consent of PricewaterhouseCoopers LLP.*
23.2	Consent of David C. Shelton, Esq. (included in Exhibit 5.1).*
24.1	Power of Attorney (included on signature page).*

* Filed herewith.

**THE CHEMOURS COMPANY
STOCK ACCUMULATION AND DEFERRED
COMPENSATION PLAN FOR DIRECTORS**

1. PURPOSE OF THE PLAN

The purpose of The Chemours Company Stock Accumulation and Deferred Compensation Plan for Directors (the “Plan”) is to permit Directors to defer the payment of all or a specified part of their compensation for services performed as Directors.

This Plan is intended to reflect the requirements of Section 409A of the Internal Revenue Code of 1986, as amended (“Code”) and the rulings and regulations issued thereunder (collectively, “Code Section 409A”) and shall be administered and construed in accordance with such requirements.

2. ELIGIBILITY

Members of the Board of Directors of the Company who are not employees of the Company or any of its subsidiaries or affiliates shall be eligible under this Plan to defer compensation for services performed as Directors.

3. ADMINISTRATION AND AMENDMENT

The Plan shall be administered by the Compensation Committee of the Board of Directors (the “Committee”). The decision of the Committee with respect to any questions arising as to the interpretation of this Plan, including the severability of any and all of the provisions thereof, shall be final, conclusive and binding. The Board of Directors of the Company reserves the right to modify the Plan from time to time, or to terminate the Plan entirely, provided, however, that (1) no modification of the Plan shall operate to annul an election already in effect for the current calendar year or any preceding calendar year; (2) that the foregoing shall not preclude any amendment necessary or desirable to conform to changes in applicable law, including, but not limited to, changes in the Code; and (3) upon termination of the Plan, except to the extent otherwise permitted under Code Section 409A, all balances will be distributed in accordance with the terms of the Plan as in effect on the date of termination.

The Committee is authorized, subject to the provisions of the Plan, from time to time to establish such rules and regulations as it deems appropriate for the proper administration of the Plan, and to make such determinations and take such steps in connection therewith as it deems necessary or advisable.

4. COMPLIANCE WITH SECTION 16 OF THE EXCHANGE ACT / CHANGE IN LAW

It is the Company’s intent that the Plan comply in all respects with Rule 16b-3 of the Exchange Act, or its successor, and any regulations promulgated thereunder. If any provision of this Plan is found not to be in compliance with such rule and regulations, the provision shall be deemed null and void, and the remaining provisions of the Plan shall continue in full force and effect. All transactions under this Plan shall be executed in accordance with the requirements of Section 16 of the Exchange Act and the regulations promulgated thereunder.

The Board of Directors may, in its sole discretion, modify the terms and conditions of this Plan in response to and consistent with any changes in applicable law, rule or regulation.

5. ELECTION TO DEFER AND FORM OF PAYMENT

On or before December 31 of any calendar year, a Director may elect to defer, in the form of cash or stock units, the payment of all or a specified part of all fees payable to the Director for services as a Director during the following calendar year.

To the extent permitted under Code Section 409A, any person who shall become a Director during any calendar year, and who was not a Director of the Company on the preceding December 31, may elect, within thirty days after election to the Board, to defer in the same manner the receipt of the payment of all or a specified part of fees not yet earned for the remainder of that calendar year in the form of cash or stock units.

Notwithstanding the foregoing provisions of this Article 5, the election for 2015 in respect of any Director who on or after December 31, 2014 was a member of the Board of Directors of E. I. du Pont de Nemours and Company ("DuPont") shall be that election, if any, made by such Director for 2015 under the DuPont Stock Accumulation and Deferred Compensation Plan for Directors.

At the time a Director elects to defer his/her fees for a calendar year, he/she must also elect:

- i. the payment event for such deferred amounts (a specified calendar year or his/her separation from service (within the meaning of Code Section 409A))
- ii. with respect to amounts deferred to separation from service, the form of payment (lump sum or equal annual installments)
- iii. the number of equal annual installments, if applicable; and
- iv. the calendar year following his/her separation from service in which payment(s) of such deferred amounts shall commence (if distribution is to commence by reason of a separation from service). For purposes of clarity, calendar year in this context refers to the sequential calendar year following separation from service (for example, first calendar year, second calendar year, etc.)

Amounts deferred to a specified year shall be payable only in a lump sum during the specified calendar year. If amounts are payable in equal annual installments, the first annual installment shall be made in the calendar year specified pursuant to (iv) above with remaining installments paid in successive calendar years until all installments have been paid.

Except as provided above in respect of elections made by directors of DuPont in respect of 2015, elections shall be made by written notice delivered to the Secretary of the Committee. All such elections as to deferral and form of payment are irrevocable.

6. DIRECTORS' ACCOUNTS

Fees deferred in the form of cash shall be held in the general funds of the Company and shall be credited to an account in the name of the Director. Deferred cash will bear interest at a rate corresponding to the average 30-year Treasury securities rate applicable for the quarter (or at such other rate as may be specified by the Committee from time to time). Interest will be compounded quarterly and will also be deferred. If the rate changes, the new rate will apply to all deferred cash amounts beginning with the following quarter. Fees deferred in the form of stock units shall be allocated to each Director's account based on the closing price of the Company's common stock as reported on the Composite Tape of the New York Stock Exchange ("Stock Price") on the date the fees would otherwise have been paid. The Company shall not be required to reserve or otherwise set aside shares of common stock for the payment of its obligations hereunder, but shall make available as and when required a sufficient number of shares of common stock to meet the needs of the Plan. An amount equal to any cash dividends (or the fair market value of dividends paid in property other than dividends payable in common stock of the Company) payable on the number of shares represented by the number of stock units in each Director's account will be allocated to each Director's account in the form of stock units based upon the Stock Price on the dividend payment date. Any stock dividends payable on such number of shares will be allocated in the form of stock units. If adjustments are made to outstanding shares of common stock as a result of split-ups, recapitalizations, mergers, consolidations and the like, an appropriate adjustment shall also be made in the number of stock units in a Director's account. Stock units shall not entitle any person to rights of a stockholder unless and until shares of Company common stock have been issued to that person with respect to stock units as provided in Article 7.

7. PAYMENT FROM DIRECTORS' ACCOUNTS

The aggregate amount of deferred fees, together with interest and dividend equivalents accrued thereon, shall be paid in accordance with the time and form of payment elections made by the Director as provided in Article 5. Amounts credited to a Director's account in cash shall be paid in cash and amounts credited in stock units shall be paid in one share of common stock of the Company for each stock unit, except that a cash payment will be made with any final installment for any fraction of a stock unit remaining in the Director's account. Such fractional share shall be valued at the closing Stock Price on the date of settlement.

8. PAYMENT IN EVENT OF DEATH

A Director may file with the Secretary of the Committee a written designation of a beneficiary for his or her account under the Plan on such form as may be prescribed by the Committee, and may, from time to time, amend or revoke such designation. If a Director should die before all deferred amounts credited to the Director's account have been distributed, the balance of any deferred fees and interest and dividend equivalents then in the Director's account shall be paid to the Director's designated beneficiary upon the Director's death. If the Director did not designate a beneficiary, or in the event that the beneficiary designated by the Director shall have predeceased the Director, the balance in the Director's account shall be paid promptly to the Director's estate.

9. NONASSIGNABILITY

During a Director's lifetime, the right to any deferred fees, including interest and dividend equivalents thereon, shall not be transferable or assignable, except as may otherwise be provided in rules established by the Committee.

10. GOVERNING LAW

The validity and construction of the Plan shall be governed by the laws of the State of Delaware.

11. CODE SECTION 409A

To the extent that an amount is payable in connection with a Director's retirement or other separation from service as Director of the Company, no amounts shall be paid hereunder on account thereof unless such retirement or separation from service constitutes a separation from service within the meaning of Code Section 409A. To the extent that an amount is payable promptly at the beginning of a calendar year, whether as a result of a Director's deferral election or the terms of a prior plan document, such amount shall be paid no later than the last day of that calendar year. Each amount to be paid or benefit to be provided to a Director pursuant to this Plan that constitutes deferred compensation subject to Code Section 409A shall be construed as a separate identified payment for purposes of Code Section 409A.



June 30, 2015

The Chemours Company
1007 Market Street
Wilmington, Delaware 19899

Sir/Madam:

Reference is made to this Registration Statement on Form S-8 being filed by you with the Securities and Exchange Commission, relating to the issuance under The Chemours Company Stock Accumulation and Deferred Compensation Plan for Directors (the "Plan") of up to (1) 250,000 shares of The Chemours Company (hereinafter called "the Company") \$0.01 par value Common Stock ("Common Stock") and (2) \$5,000,000 million of deferred compensation obligations (the "Deferred Compensation Obligations"), which represent general unsecured obligations of the Company to pay certain compensation amounts in the future to participating employees in accordance with the terms of the Plan. It is my opinion that:

- (a) the Company is duly organized and existing under the laws of the State of Delaware;
- (b) all shares of Common Stock so registered are or will when sold, be legally issued, fully paid and nonassessable; and
- (c) the Deferred Compensation Obligations, when established pursuant to the terms of the Plan, will be valid and binding obligations of the Company, enforceable in accordance with their terms, except as enforcement thereof may be limited by bankruptcy, insolvency or other laws of general applicability relating to or affecting the enforcement of creditors' rights or by general principles of equity.

My opinion is limited to matters governed by the General Corporation Law of the State of Delaware. My opinion expressed herein is as of the date hereof, and I undertake no obligation to advise you of any changes in applicable law or any other matters that may come to my attention after the date hereof that may affect my opinion expressed herein.

I hereby consent to the use of this opinion in connection with the above-mentioned Registration Statement.

Very truly yours,

/s/ David C. Shelton

David C. Shelton
General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 21, 2015, relating to the financial statements for the year ended December 31, 2014, which appears in Amendment No. 4 to The Chemours Company's Registration Statement on Form 10.

/s/ PricewaterhouseCoopers LLP
Philadelphia, PA

June 30, 2015