

Kraton Performance Polymers, Inc.  
Form 10-K/A  
February 03, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K /A**

**Amendment No. 2**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2010**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission file number**

**001-34581**

**KRATON PERFORMANCE POLYMERS, INC.**

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(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-0411521**  
(I.R.S. Employer  
Identification No.)

**15710 John F. Kennedy Blvd Suite 300**

**Houston, TX 77032**  
(Address of principal executive offices, including zip code)

**281-504-4700**  
(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of Each Class**  
Kraton Performance Polymers, Inc. Common Stock,

**Name of Each Exchange on Which Registered**  
New York Stock Exchange

par value \$0.01

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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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 Securities Exchange Act. (Check one):

Large accelerated filer:  Accelerated filer:   
Non-accelerated filer:  Smaller reporting company:   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES  NO

Estimated aggregate market value of the common equity held by nonaffiliates of Kraton Performance Polymers, Inc. at June 30, 2010: \$214,961,640. Number of shares of Kraton Performance Polymers, Inc. Common Stock, \$0.01 par value, outstanding at February 28, 2011: 31,736,514.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of Kraton Performance Polymers, Inc.'s proxy statement for the 2010 Annual Meeting of Shareholders are incorporated by reference in Part III.

**EXPLANATORY NOTE**

We are filing this Amendment No. 2 (the Amendment ) to our Annual Report on Form 10-K for the year ended December 31, 2010, which was filed with the U.S. Securities and Exchange Commission (the SEC ) on March 7, 2011 (the Original 10-K ). The sole purpose of the Amendment is to file a revised redacted version of Exhibit 10.45 as exhibit to the Form 10-K. Confidential portions of the exhibit have been omitted and filed separately under a confidential treatment request with the SEC. The exhibit filed with the Amendment supersedes all prior versions of the exhibit incorporated by reference into the Original 10-K or filed with Amendment No. 1 to the Original 10-K on October 28, 2011.

As required by Rule 12b-15 of the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed herewith as exhibits to the Amendment. Except as described above, the Amendment does not reflect events occurring after the date of the Original 10-K or modify or update the disclosures in the Original 10-K.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules.**

(a) 2. Exhibits

The exhibits listed on the accompanying Exhibit Index are filed as part of this Amendment No. 2 on Form 10-K/A or incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 3, 2012

**Kraton Performance Polymers, Inc.**

/s/ KEVIN M. FOGARTY  
**Kevin M. Fogarty**

**President and Chief Executive Officer**

This report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 3, 2012.

| <b>Signature</b>                                       | <b>Title</b>   |
|--|--|
| /s/ KEVIN M. FOGARTY<br><b>Kevin M. Fogarty</b>        | President, Chief Executive Officer and a Director<br>(Principal Executive Officer) |
| /s/ STEPHEN E. TREMBLAY<br><b>Stephen E. Tremblay</b>  | Vice President and Chief Financial Officer<br>(Principal Financial Officer)        |
| /s/ JASON P. CLARK<br><b>Jason P. Clark</b>            | Chief Accounting Officer<br>(Principal Accounting Officer)                         |
| /s/ DAN F. SMITH*<br><b>Dan F. Smith</b>               | Director and Chairman of the Board of Directors                                    |
| /s/ BARRY J. GOLDSTEIN*<br><b>Barry J. Goldstein</b>   | Director and Chairman of the Audit Committee                                       |
| <b>Anna C. Catalano</b>                                | Director   |
| <b>John J. Gallagher, III</b>                          | Director   |
| <b>Francis S. Kalman</b>                               | Director   |
| /s/ STEVEN J. DEMETRIOU*<br><b>Steven J. Demetriou</b> | Director   |
| /s/ RICHARD C. BROWN*<br><b>Richard C. Brown</b>       | Director   |
| /s/ KAREN A. TWITCHELL*<br><b>Karen A. Twitchell</b>   | Director   |

\*By: /s/ STEPHEN E. TREMBLAY  
**Stephen E. Tremblay**

**As attorney-in-fact**

**EXHIBIT INDEX**

**Item 15. Exhibits**

The following is a list of all exhibits filed as a part of this Amendment No. 2 on Form 10-K/A, including those incorporated herein by reference.

| <b>Exhibit No</b> | <b>Description of Exhibits</b>  |
|-------------------|---|
| 10.45*            | Contribution Agreement dated February 28, 2001, between Shell Internationale Research Maatschappij B.V. and KRATON Polymers Research B.V. (portions of this exhibit have been omitted pursuant to a request for confidential treatment) |
| 24.1              | Powers of Attorney (incorporated by reference to Exhibit 24.1 to Kraton Performance Polymers Inc. s Form 10-K filed with the SEC on March 7, 2011)  |
| 31.1*             | Certification by CEO pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 31.2*             | Certification by CFO pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 32.1*             | Certification by CEO and CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002   |

\* Filed herewith.