

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

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*  
**THE SECURITIES ACT OF 1933**

**QUAKER CHEMICAL CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Pennsylvania**  
 (State or Other Jurisdiction of  
 Incorporation or Organization)

**23-0993790**  
 (I.R.S. Employer Identification No.)

**One Quaker Park, 901 Hector Street**  
**Conshohocken, Pennsylvania**  
 (Address of Principal Executive Offices)

**19428-0809**  
 (Zip Code)

**Quaker Chemical Corporation**  
**Retirement Savings Plan**  
 (Full Title of the Plan)

**Michael F. Barry**  
**Chief Executive Officer and President**  
**Quaker Chemical Corporation**  
**One Quaker Park**  
**901 Hector Street**  
**Conshohocken, Pennsylvania 19428-0809**  
 (Name and Address of Agent for Service)

**(610) 832-4000**  
 (Telephone Number, Including Area Code, of Agent For Service)

*Copy of all communications to:*  
**D. Jeffrey Benoliel, Esquire**  
**Vice President – Global Strategy, General Counsel and Secretary**  
**Quaker Chemical Corporation**  
**One Quaker Park**  
**901 Hector Street**  
**Conshohocken, Pennsylvania 19428-0809**  
**(610) 832-4000**

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 the 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 (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, \$1.00 par value (including associated stock purchase rights) (2)	150,000 Shares (3) (4)	\$13.66	\$2,049,000.00	\$114.34

- (1) Estimated pursuant to Rule 457(c) and (h) solely for the purpose of calculating the registration fee, based upon the average of the high and low sales prices of shares of Common Stock on May 26, 2009, as reported on the New York Stock Exchange.
- (2) Includes Series B Preferred Stock Purchase Rights which, prior to the occurrence of certain events, will not be exercisable or evidenced separately from the Common Stock.
- (3) This Registration Statement covers 150,000 additional shares of Common Stock, par value \$1.00 per share, of Quaker Chemical Corporation (the “Registrant”) available for issuance under the Quaker Chemical Corporation Retirement Savings Plan (the “Plan”). The Registrant filed a Registration Statement on Form S-8 on May 21, 2004 (File No. 333-115713) registering 150,000 shares of Common Stock (including 100,000 shares of Common Stock

carried forward therein from a Registration Statement on Form S-8 filed on November 4, 1992 (File No. 33-54158)) relating to the Plan, which are carried forward into this Registration Statement. In connection with the 150,000 shares of Common Stock carried forward herewith, a filing fee of \$819.53 was previously paid.

- (4) Pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also relates to an indeterminate amount of interests in the Plan and covers such additional shares and associated stock purchase rights as may hereinafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, reverse stock splits, split-ups, reclassifications or other similar events effected without the receipt of consideration.

**This Registration Statement shall become effective immediately upon filing with the Securities and Exchange Commission, and sales of the registered securities may begin as soon as reasonably practicable after such effective date.**

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## EXPLANATORY NOTE

This Registration Statement registers under the Securities Act of 1933, as amended, 150,000 additional shares of Common Stock of Quaker Chemical Corporation (the "Registrant") to be issued pursuant to the Quaker Chemical Retirement Savings Plan (the "Plan"). Accordingly, the contents of the previous Registration Statement on Form S-8 (No. 333-115713) filed on May 21, 2004 by the Registrant with the Securities and Exchange Commission (the "Commission") to register 150,000 shares (including 100,000 shares carried forward therein from a Registration Statement on Form S-8 filed on November 4, 1992 (File No. 33-54158)) of the Registrant's Common Stock are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Commission by the Registrant or by the Plan are incorporated by reference in this Registration Statement and made a part hereof:

1. The Registrant's Annual Report on Form 10-K for the year ended December 31, 2008;
2. The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009;
3. The description of the Registrant's Common Stock, par value \$1.00 per share, contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on August 2, 1996, including all amendments and reports filed for the purpose of updating that description; and
4. The description of the Registrant's stock purchase rights set forth in the Registrant's Registration Statement on Form 8-A filed with the Commission on March 7, 2000, including all amendments and reports filed for the purpose of updating that description.

All documents and reports filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment hereto which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents or reports. Any statement contained 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 herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified shall not be deemed to constitute a part of the Registration Statement except as so modified and any statement so superseded shall not be deemed to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	Quaker Chemical Corporation Retirement Savings Plan, amended and restated effective January 1, 1997, executed October 11, 2002 (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed on May 21, 2004 (File No. 333-115713)).
4.2	Amendment No. 1 to Quaker Chemical Corporation Retirement Savings Plan, effective and executed March 13, 2002 (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed on May 21, 2004 (File No. 333-115713)).
4.3	Amendment No. 2 to Quaker Chemical Corporation Retirement Savings Plan, effective January 1, 2001 and executed September 25, 2002 (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed on May 21, 2004 (File No. 333-115713)).
4.4	Amendment No. 3 to Quaker Chemical Corporation Retirement Savings Plan, executed November 20, 2002 (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed on May 21, 2004 (File No. 333-115713)).
4.5	Amendment No. 4 to Quaker Chemical Corporation Retirement Savings Plan, effective January 1, 2003 and executed January 29, 2003 (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed on May 21, 2004 (File No. 333-115713)).
5	Opinion of Drinker Biddle & Reath LLP.
23.1	Consent of Drinker Biddle & Reath LLP (included as part of Exhibit 5 hereto).
23.2	Consent of PricewaterhouseCoopers LLP.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Borough of Conshohocken, Commonwealth of Pennsylvania on this 28th day of May, 2009.

QUAKER CHEMICAL CORPORATION

By: /s/ Mark A. Featherstone  
Mark A. Featherstone  
Chief Financial Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael F. Barry</u> Michael F. Barry	Chairman of the Board, Chief Executive Officer, President and Director	May 13, 2009
<u>/s/ Mark A. Featherstone</u> Mark A. Featherstone	Vice President, Chief Financial Officer and Treasurer	May 13, 2009
<u>/s/ Ronald J. Naples.</u> Ronald J. Naples	Chairman of the Board and Director	May 13, 2009
<u>/s/ Patricia C. Barron</u> Patricia C. Barron	Director	May 13, 2009
<u>/s/ Donald R. Caldwell</u> Donald R. Caldwell	Director	May 13, 2009
<u>/s/ Robert E. Chappell</u> Robert E. Chappell	Director	May 13, 2009
<u>/s/ William R. Cook</u> William R. Cook	Director	May 13, 2009

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Edwin J. Delattre</u> Edwin J. Delattre	Director	May 13, 2009
<u>/s/ Jeffry D. Frisby</u> Jeffry D. Frisby	Director	May 13, 2009
<u>/s/ Robert H. Rock</u> Robert H. Rock	Director	May 13, 2009

## EXHIBIT INDEX

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23.2	Consent of PricewaterhouseCoopers LLP.

[Drinker Biddle &amp; Reath LLP Letterhead]

May 27, 2009

Quaker Chemical Corporation  
One Quaker Park  
901 Hector Street  
Conshohocken, Pennsylvania 19428-0809

**Re: Registration Statement on Form S-8 (the “Registration Statement”)**

Ladies and Gentlemen:

We have acted as counsel to Quaker Chemical Corporation, a Pennsylvania corporation (the “Company”), in connection with the preparation of Registration Statement on Form S-8, and the filing of the Registration Statement with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”). The Registration Statement relates to an additional 150,000 shares of the Company’s common stock, par value \$1.00 (including the associated stock purchase rights, the “Common Stock”), issuable pursuant to the Quaker Chemical Corporation Retirement Savings Plan (the “Plan”), such presently indeterminate number of related Plan interests and such presently indeterminate number of shares of Common Stock which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of the Company’s Amended and Restated Articles of Incorporation, the Company’s Amended and Restated By-Laws, the Plan, minutes and resolutions of the Company’s Board of Directors relating to the Plan and such other documents and corporate records relating to the Company and the issuance of the Common Stock as we have deemed appropriate.

In all cases, we have assumed the legal capacity of each natural person signing any of the documents and corporate records examined by us, the genuineness of signatures, the authenticity of documents submitted to us as originals, the conformity to authentic original documents of documents submitted to us as copies and the accuracy and completeness of all corporate records and other information made available to us by the Company. As to all issues of fact material to this opinion, we have examined and relied on certificates and other comparable documents of public officials and of officers of the Company.

Based upon the foregoing and having regard for such other legal considerations as we have deemed relevant, in our opinion the Common Stock has been duly authorized for issuance, and when issued and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable by the Company and the Plan interests, when issued in accordance with the terms of the Plan, will be validly issued.

We are members of the Bar of the Commonwealth of Pennsylvania, and we do not express any opinion herein concerning any laws other than the laws of the Commonwealth of Pennsylvania and the federal securities laws of the United States.

We hereby consent to the inclusion of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we come within the categories of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ DRINKER BIDDLE & REATH LLP  
DRINKER BIDDLE & REATH LLP

**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 March 5, 2009 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Quaker Chemical Corporation's Annual Report on Form 10-K for the year ended December 31, 2008.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP  
Philadelphia, Pennsylvania  
May 28, 2009