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

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 10/21/2013**

**STEPAN COMPANY**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-4462**

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

**36-1823834**  
(IRS Employer  
Identification No.)

**Edens and Winnetka Road, Northfield, Illinois 60093**  
(Address of principal executive offices, including zip code)

**(847)446-7500**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On October 21, 2013, Stepan Company ("Stepan") filed a Certificate of Elimination of 5-1/2% Convertible Preferred Stock (the "Certificate of Elimination") with the Delaware Secretary of State. As a result of the filing of the Certificate of Elimination, all references to Stepan's 5-1/2% Convertible Preferred Stock, without par value (the "5-1/2% Convertible Preferred Stock") were eliminated from Stepan's Amended and Restated Certificate of Incorporation. The 5-1/2% Convertible Preferred Stock was redeemed by Stepan in August 2013. A copy of the Certificate of Elimination is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit Number: 3.1

Description: Certificate of Elimination of 5-1/2% Convertible Preferred Stock

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STEPAN COMPANY

Date: October 22, 2013

By: /s/ Kathleen Sherlock

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Kathleen Sherlock  
Assistant Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
EX-3.1	Certificate of Elimination of 5-1/2% Convertible Preferred Stock

**CERTIFICATE OF ELIMINATION OF  
5½% CONVERTIBLE PREFERRED STOCK OF  
STEPAN COMPANY**

Pursuant to Section 151 of the General Corporation Law of the State of Delaware

Stepan Company (the "Company"), a corporation organized and existing under the General Corporation Law of the State of Delaware, in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The Company filed on April 30, 1993, in the office of the Secretary of State of the State of Delaware, an Amended Certificate of Designations, Preferences and Rights of 5½% Convertible Preferred Stock (the "Certificate of Designations"), which established the designation, amount, voting powers, preferences and relative, participating, optional and other special rights of the shares and the qualifications, limitations and restrictions of the Company's 5½% Convertible Preferred Stock, without par value (the "5½% Convertible Preferred Stock").

SECOND: No issued shares of the 5½% Convertible Preferred Stock remain outstanding and no shares of the 5½% Convertible Preferred Stock will be issued pursuant to the Certificate of Designations.

THIRD: That at a meeting of the Board of Directors of the Company duly convened and held on October 18, 2013, resolutions were adopted setting forth the proposed elimination of the 5½% Convertible Preferred Stock as set forth herein:

RESOLVED, that no shares of the Company's 5½% Convertible Preferred Stock, without par value (the "5½% Convertible Preferred Stock"), remain outstanding and no shares of the 5½% Convertible Preferred Stock will be issued pursuant to the Company's Amended Certificate of Designation (the "Certificate of Designation");

FURTHER RESOLVED, that the Board of Directors hereby deems it advisable and in the best interests of the Company to execute a Certificate of Elimination (the "Certificate of Elimination"), which shall have the effect when filed in Delaware of eliminating from the Company's Amended and Restated Certificate of Incorporation (the "Amended Certificate of Incorporation") all reference to the 5½% Convertible Preferred Stock;

FURTHER RESOLVED, the officers of the Company (the "Authorized Officers") are, and each of them hereby is, authorized, empowered and directed,

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in the name and on behalf of the Company, to execute, acknowledge and file the Certificate of Elimination with the office of the Secretary of State of the State of Delaware setting forth a copy of this resolution, whereupon the Certificate of Designation and all matters set forth in the Amended Certificate of Incorporation with respect to the 5½% Convertible Preferred Stock shall be eliminated from the Amended Certificate of Incorporation.

FOURTH: That in accordance with the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Amended and Restated Certificate of Incorporation of the Company is hereby amended to eliminate all reference to the 5½% Convertible Preferred Stock.

*[signature page follows]*

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IN WITNESS WHEREOF, the Company has caused this Certificate to be signed in its name and on its behalf and attested on this 21<sup>st</sup> day of October 2013 by H. Edward Wynn, its Vice President, General Counsel and Secretary.

STEPAN COMPANY

By: /s/ H. Edward Wynn

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Name: H. Edward Wynn  
Title: Vice President, General Counsel and  
Secretary

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