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

July 27, 2017
Date of Report (Date of earliest event reported)

QUAKER CHEMICAL CORPORATION
(Exact name of Registrant as specified in its charter)

Commission File Number 001-12019

PENNSYLVANIA	**No. 23-0993790**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

One Quaker Park
901 E. Hector Street
Conshohocken, Pennsylvania 19428
(Address of principal executive offices)
(Zip Code)

(610) 832-4000
(Registrant’s telephone number, including area code)

Not Applicable
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to section 13(a) of the exchange Act. ☐

INFORMATION TO BE INCLUDED IN THE REPORT

Item 2.02. Results of Operations and Financial Condition.

On July 27, 2017, Quaker Chemical Corporation ("Quaker Chemical") announced its results of operations for the second quarter ended June 30, 2017 in a press release, the text of which is included as Exhibit 99.1 hereto. Supplemental information related to the same period is also included as Exhibit 99.2 hereto.

Item 8.01. Other Events.

As previously reported on a Current Report on Form 8-K, on April 4, 2017, Quaker Chemical entered into a Share Purchase Agreement with Gulf Houghton Lubricants, Ltd., an exempted company incorporated under the laws of the Cayman Islands, Global Houghton Ltd., an exempted company incorporated under the laws of the Cayman Islands, and certain members of the management of Global Houghton and Gulf Houghton Lubricants, Ltd., as agent for the Sellers.

The press release with respect to the Quaker Chemical results of operations discussed above under Item 2.02 contains a paragraph providing an update regarding certain developments with respect to the transaction under the heading, "Houghton Combination." That paragraph of the press release is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

The following exhibits are included as part of this report:

Exhibit No.	
99.1	Press Release of Quaker Chemical Corporation dated July 27, 2017.
99.2	Supplemental Information related to second quarter ended June 30, 2017.

Additional Information and Where to Find It

In connection with the proposed transaction, Quaker Chemical will file a proxy statement with the Securities and Exchange Commission. INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THIS PROXY STATEMENT WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain a free copy of the proxy statement (when available) and other documents filed by Quaker Chemical with the Commission at the Commission's web site at http://www.sec.gov. Free copies of the proxy statement, once available, and of Quaker Chemical's other filings with the Commission may also be obtained from the Company by directing a request to: Victoria K. Gehris, Investor Relations, +1.610.832.4246.

Quaker Chemical and its directors, executive officers and other members of its management may solicit proxies from its shareholders in favor of the transaction. Information concerning such persons who may be considered participants in the solicitation of Quaker Chemical's shareholders under the rules of the Commission will be set forth in the definitive proxy statement to be filed by Quaker with the Commission in connection with the transaction.

SIGNATURE

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.

QUAKER CHEMICAL CORPORATION
Registrant

Date: July 27, 2017

By: /s/ MARY DEAN HALL
Mary Dean Hall
Vice President, Chief Financial
Officer and Treasurer

NEWS

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For Release: Immediate

QUAKER CHEMICAL ANNOUNCES SECOND QUARTER 2017 RESULTS

- 8% growth in net sales driven by a strong volume increase of 7%
- Net income of $11.9 million and earnings per diluted share of $0.89 include the impact of Houghton combination-related expenses
- 12% increase in non-GAAP earnings per diluted share to $1.24

July 27, 2017

CONSHOHOCKEN, PA – Quaker Chemical Corporation (NYSE: KWR) today announced a net sales increase of 8% to $201.2 million in the second quarter of 2017 compared to $186.9 million in the second quarter of 2016, driven by organic and acquisition volume growth of 5% and 2%, respectively. These strong volumes drove higher gross profit quarter-over-quarter, despite lower gross margin in the second quarter of 2017 primarily attributable to higher raw material costs. In addition, current quarter operating income benefited from the Company's ability to maintain a relatively consistent level of selling, general and administrative expenses ("SG&A") on the Company's strong net sales growth.

The Company's second quarter of 2017 net income was $11.9 million and its earnings per diluted share was $0.89 which includes $4.3 million, or $0.27 per diluted share, of expenses incurred related to the Company's previously announced combination with Houghton International, Inc ("Houghton"). The Company's second quarter of 2016 net income was $15.0 million and its earnings per diluted share was $1.13. Excluding combination-related expenses and other non-core items, the Company's operating performance, coupled with a lower current quarter tax rate, drove non-GAAP earnings per diluted share to $1.24, a 12% increase compared to $1.11 in the prior year period. Also, the Company's adjusted EBITDA of $28.0 million in the second quarter of 2017 represented a 1% increase compared to the second quarter of 2016. The Company was able to achieve these reported and non-GAAP results in the second quarter of 2017 despite a negative foreign exchange impact of approximately 1%, or $0.01 per diluted share. In addition, the Company had solid operating cashflows of $12.5 million in the second quarter of 2017, despite outflows of $9.4 million in the current quarter related to certain Houghton combination-related expenses.

Michael F. Barry, Chairman, Chief Executive Officer and President, commented, "We are pleased with our second quarter results, despite higher raw material costs which continued to increase more than we had expected in the quarter. We were able to grow our organic volumes by 5% on continued market share gains, as well as from increased production in some of our end markets. While our gross margins declined due to raw material price increases, we were able to partially offset this decline with savings realized from our previously announced restructuring program and other cost streamlining initiatives. Overall, we achieved a 1% increase in adjusted EBITDA and a 12% increase in non-GAAP earnings. "

Mr. Barry continued, "Looking forward, we expect our gross margins to trend upwards over the next two quarters, gradually heading back to our 37% target. We remain committed to our strategy and believe our ability to take market share and leverage our past acquisitions will continue to help offset market challenges. Our 2017 plans continue to indicate growth in both the top line and bottom line, excluding Houghton-related costs, with earnings growth in all regions. Overall, I continue to remain confident in our future and expect 2017 to be another good year for Quaker, as we expect to increase non-GAAP earnings and adjusted EBITDA for the eighth consecutive year. In addition, we believe our previously announced combination with Houghton will create long-term sustainable value for our customers and shareholders, and remains on track to close by the end of the year or the first quarter of 2018."

Second Quarter of 2017 Summary

Net sales in the second quarter of 2017 were $201.2 million compared to $186.9 million in the second quarter of 2016. The $14.3 million or 8% increase in net sales was primarily due to a 5% increase in organic volumes, a 2% increase from acquisitions and a 2% increase due to price and product mix, partially offset by a negative impact from foreign currency translation of 1% or $2.3 million.

Gross profit in the second quarter of 2017 increased $0.4 million or 1% from the second quarter of 2016, primarily due to the increase in sales volumes, noted above, largely offset by a lower gross margin of 35.7% in the second quarter of 2017 compared to 38.2% in the prior year quarter. The decrease in the Company's gross margin quarter-over-quarter was attributable to the timing of certain raw material cost changes versus related sales price adjustments and changes in the mix of products sold. The prior year second quarter gross margin benefited from a generally declining raw material cost environment, whereas the second quarter of 2017 was negatively impacted by a generally rising raw material cost environment.

SG&A increased $0.9 million during the second quarter of 2017 compared to the second quarter of 2016 due to the net impact of several factors. Specifically, the Company's SG&A increased as a result of higher labor-related costs, primarily due to annual compensation increases and the timing of certain incentive compensation accruals, and additional SG&A associated with the Company's fourth quarter of 2016 Lubricor Inc. acquisition. These were partially offset by decreases to SG&A as a result of foreign currency translation and certain cost savings efforts, including the Company's 2015 global restructuring program.

During the second quarter of 2017, the Company incurred $4.3 million or $0.27 per diluted share of expenses related to its previously announced combination with Houghton, including certain legal, regulatory, environmental, financial, and other advisory and consultant expenses related to due diligence, integration planning and the financing associated with the Combination. There were no similar combination-related expenses incurred in the second quarter of 2016.

Operating income in the second quarter of 2017 was $17.9 million compared to $22.7 million in the second quarter of 2016. The decrease in operating income was primarily due to the Houghton combination expenses, noted above.

Other expense, net, was $1.6 million in the second quarter of 2017 compared to $0.3 million in the second quarter of 2016. The increase in other expense was primarily driven by a settlement charge of $1.9 million or $0.09 per diluted share as a result of the Company's decision to offer lump sum settlements of its U.S. pension plan obligation to vested and terminated participants during the second quarter of 2017. This settlement charge was partially offset by higher foreign currency transaction gains realized in the second quarter of 2017 compared to the second quarter of 2016, as well as higher receipts of local municipality-related grants in one of the Company's regions quarter-over-quarter.

Interest expense and interest income were relatively consistent quarter-over-quarter.

The Company's effective tax rates for the second quarters of 2017 and 2016 were 26.2% and 32.6%, respectively. The Company's second quarter of 2017 effective tax rate includes the favorable impact of an accounting standard that was adopted in the current year. Comparatively, the second quarter of 2016 effective tax rate was elevated, as it reflected earnings taxed at one of the Company's subsidiaries at a statutory rate of 25% while awaiting recertification of a concessionary 15% tax rate, which the Company received and recorded the full year benefit of during the fourth quarter of 2016. This concessionary tax rate was available to the Company during the second quarter of 2017.

Equity in net income of associated companies ("equity income") was consistent quarter-over-quarter, as higher earnings from the Company's interest in a captive insurance company were offset by a currency conversion charge associated with the Company's Venezuela affiliate due to the significant devaluation of the Venezuelan bolivar fuerte experienced during second quarter of 2017.

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The Company's net income attributable to noncontrolling interest was consistent quarter-over-quarter.

Changes in foreign exchange rates, excluding the currency conversion impacts of the Venezuelan bolivar fuerte, noted above, negatively impacted the Company's second quarter of 2017 earnings by approximately 1%, or $0.01 per diluted share.

Year-to-Date 2017 Summary

Net sales in the first six months of 2017 were $396.1 million compared to $365.0 million in the first six months of 2016. The $31.1 million or 9% increase in net sales was primarily due to a 7% increase in organic volumes, a 2% increase from acquisitions and a 2% increase due to price and product mix, partially offset by a negative impact from foreign currency translation of approximately 2% or $5.0 million.

Gross profit in the first six months of 2017 increased $3.3 million or 2% from the first six months of 2016, primarily due to the increase in sales volumes, noted above, partially offset by a lower gross margin of 36.0% in the first six months of 2017 compared to 38.2% in the same prior year period. Consistent with the results noted above for the quarter, the decrease in the Company's gross margin during the first six months of 2017 was attributable to the timing of certain raw material cost increases and the Company's related sales price adjustments and changes in product mix.

SG&A increased $0.8 million in the first six months of 2017 compared to the prior year period due to similar factors noted in the second quarter of 2017 summary, above. Specifically, SG&A increased due to the Company's prior year Lubricor Inc. acquisition and overall labor related costs, partially offset by foreign currency translation and the Company's past cost savings efforts.

During the first six months of 2017, the Company incurred $13.4 million or $0.95 per diluted share of expenses related to its previously announced combination with Houghton, noted above. There were no similar combination-related expenses incurred in the first six months of 2016.

Operating income in the first six months of 2017 was $31.7 million compared to $42.5 million in the first six months of 2016. The decrease in operating income was primarily due to the Houghton combination expenses along with slightly higher levels of SG&A not related to the Houghton combination, which more than offset gross profit increases on strong volume growth, noted above.

Other expense was $1.7 million in the first six months of 2017 compared to $0.2 million in the first six months of 2016. The increase in other expense was primarily driven by the U.S. pension plan settlement charge during the second quarter of 2017, noted above.

Interest expense was relatively consistent year-over-year. Interest income was $0.2 million higher in the first six months of 2017 compared to the first six months of 2016, primarily due to an increase in the level of the Company's invested cash in certain regions with higher returns.

The Company's effective tax rates for the first six months of 2017 and 2016 were 37.4% and 32.5%, respectively. The Company's first six months of 2017 effective tax rate was higher due to the impact of certain non-deductible Houghton combination-related expenses partially offset by the favorable impact of the accounting standard adoption, noted above. The first six months of 2016 effective tax rate was elevated due to the temporary inflated rate at one of the Company's subsidiaries, noted above.

Equity income increased $0.9 million in the first six months of 2017 compared to the first six months of 2016. The increase was primarily due to higher earnings from the Company's interest in a captive insurance company in the current year.

The Company had a $0.3 million increase in net income attributable to noncontrolling interest in the first six months of 2017 compared to the first six months of 2016, primarily due to an increase in performance from certain consolidated affiliates in the Company's Asia/Pacific region.

Changes in foreign exchange rates, excluding the currency conversion impacts of the Venezuelan bolivar fuerte, noted above, negatively impacted the Company's first six months of 2017 earnings by approximately 2%, or $0.05 per diluted share.

Balance Sheet and Cash Flow Items

The Company’s net operating cash flow of $12.5 million in the second quarter of 2017 increased its year-to-date net operating cash flow to $20.8 million, as compared to $36.0 million in the first six months of 2016. The decrease in net operating cash flow was primarily due to $10.1 million of Houghton combination-related payments in the current year and higher cash invested in the Company’s working capital as a result of the Company’s operating performance and sales volume growth. In addition, the Company paid a $4.6 million cash dividend during the second quarter of 2017, increasing its total dividends paid to $9.2 million in the first six months of 2017, which represents a $0.7 million increase in cash dividends paid year-over-year. Overall, the Company’s liquidity and balance sheet remain strong, as its cash position exceeded its debt at June 30, 2017 by $24.2 million and the Company’s total debt continued to be less than one times its trailing twelve month adjusted EBITDA.

Houghton Combination

On April 4, 2017, Quaker entered into a share purchase agreement with Gulf Houghton Lubricants, Ltd. to purchase the entire issued and outstanding share capital of Houghton (“the Combination”). The shares will be bought for aggregate purchase consideration consisting of: (i) $172.5 million in cash; (ii) a number of shares of common stock, $1.00 par value per share, of the Company comprising 24.5% of the common stock outstanding upon the closing of the Combination; and (iii) the Company’s assumption of Houghton’s net indebtedness as of the closing of the Combination, which is estimated to be approximately $690 million. At closing, the total aggregate purchase consideration is dependent on the Company’s stock price and the level of Houghton’s indebtedness. The Company secured $1.15 billion in commitments from Bank of America Merrill Lynch and Deutsche Bank to fund the Combination and to provide additional liquidity at signing, and has since replaced these commitments with a syndicated bank agreement with customary terms and conditions as of June 30, 2017. Funding of the syndicated bank agreement is contingent upon closing of the Combination, and the Company will only incur interest costs to maintain the banks’ committed capital until closing. In addition, the issuance of the Company’s shares at closing of the Combination is subject to approval by Quaker’s shareholders under the rules of the New York Stock Exchange. The Company expects to seek such approval of the share issuance at a meeting of the Company’s shareholders in the third quarter of 2017. Also, the Combination is subject to regulatory approvals in the United States, Europe, China and Australia. During July 2017, the Company received regulatory approval from China. Depending on the shareholder and regulatory approvals noted above, as well as other customary terms and conditions set forth in the share purchase agreement, Quaker still estimates closing of the Combination to occur either in the fourth quarter of 2017 or the first quarter of 2018.

Non-GAAP Measures

Included in this public release are two non-GAAP (unaudited) financial measures: non-GAAP earnings per diluted share and adjusted EBITDA. The Company believes these non-GAAP financial measures provide meaningful supplemental information as they enhance a reader’s understanding of the financial performance of the Company, are more indicative of future operating performance of the Company, and facilitate a better comparison among fiscal periods, as the non-GAAP financial measures exclude items that are not considered core to the Company’s operations. Non-GAAP results are presented for supplemental informational purposes only and should not be considered a substitute for the financial information presented in accordance with GAAP.

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The following tables reconcile non-GAAP earnings per diluted share (unaudited) and adjusted EBITDA (unaudited) to their most directly comparable GAAP (unaudited) financial measures:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
GAAP earnings per diluted share attributable to Quaker Chemical Corporation common shareholders	$ 0.89	$ 1.13	$ 1.42	$ 2.11
Equity income in a captive insurance company per diluted share	(0.04)	(0.02)	(0.08)	(0.03)
Houghton combination-related expenses per diluted share	0.27	—	0.95	—
U.S. pension plan settlement charge per diluted share	0.09	—	0.09	—
Cost streamlining initiative per diluted share	—	—	0.01	—
Currency conversion impacts of the Venezuelan bolivar fuerte per diluted share	0.03	—	0.03	0.01
Non-GAAP earnings per diluted share	$ 1.24	$ 1.11	$ 2.42	$ 2.09

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net income attributable to Quaker Chemical Corporation	$ 11,906	$ 15,015	$ 18,898	$ 27,961
Depreciation and amortization	5,007	4,986	9,937	9,920
Interest expense	780	727	1,436	1,468
Taxes on income before equity in net income of associated companies	4,224	7,238	11,089	13,543
Equity income in a captive insurance company	(435)	(303)	(1,027)	(355)
Houghton combination-related expenses	4,338	—	13,413	—
U.S. pension plan settlement charge	1,860	—	1,860	—
Cost streamlining initiative	—	—	286	—
Currency conversion impacts of the Venezuelan bolivar fuerte	340	—	340	88
Adjusted EBITDA	$ 28,020	$ 27,663	$ 56,232	$ 52,625
Adjusted EBITDA margin (%)	13.9%	14.8%	14.2%	14.4%

Forward-Looking Statements

This release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected in such statements. A major risk is that demand for the Company's products and services is largely derived from the demand for its customers' products, which subjects the Company to uncertainties related to downturns in a customer's business and unanticipated customer production shutdowns. Other major risks and uncertainties include, but are not limited to, significant increases in raw material costs, customer financial stability, worldwide economic and political conditions, foreign currency fluctuations, significant changes in applicable tax rates and regulations, future terrorist attacks and other acts of violence. Other factors, including those related to the previously announced Houghton combination, could also adversely affect us. For more information regarding these risks and uncertainties as well as certain additional risks that we face, you should refer to the Risk Factors detailed in Item 1A of our Form 10-K for the year ended December 31, 2016, and in our quarterly and other reports filed from time to time with the Commission. Therefore, we caution you not to place undue reliance on our forward-looking statements. This discussion is provided as permitted by the Private Securities Litigation Reform Act of 1995.

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Additional Information and Where to Find It

In connection with the proposed Combination, Quaker Chemical will file a proxy statement with the Securities and Exchange Commission. INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THIS PROXY STATEMENT WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain a free copy of the proxy statement (when available) and other documents filed by Quaker Chemical with the Commission at the Commission's web site at http://www.sec.gov. Free copies of the proxy statement, once available, and of Quaker Chemical’s other filings with the Commission may also be obtained from the Company by directing a request to: Victoria K. Gehris, Investor Relations, +1.610.832.4246.

Quaker Chemical and its directors, executive officers and other members of its management may solicit proxies from its shareholders in favor of the transaction. Information concerning such persons who may be considered participants in the solicitation of Quaker Chemical’s shareholders under the rules of the Commission will be set forth in the definitive proxy statement to be filed by Quaker with the Commission in connection with the transaction.

Conference Call

As previously announced, Quaker Chemical’s investor conference call to discuss the second quarter of 2017 results is scheduled for July 28, 2017 at 8:30 a.m. (ET). A live webcast of the conference call, together with supplemental information, can be accessed through the Company’s Investor Relations website at https://www.quakerchem.com. You can also access the conference call by dialing 877-269-7756.

About Quaker

Quaker Chemical is a leading global provider of process fluids, chemical specialties, and technical expertise to a wide range of industries, including steel, aluminum, automotive, mining, aerospace, tube and pipe, cans, and others. For nearly 100 years, Quaker has helped customers around the world achieve production efficiency, improve product quality, and lower costs through a combination of innovative technology, process knowledge, and customized services. Headquartered in Conshohocken, Pennsylvania USA, Quaker serves businesses worldwide with a network of dedicated and experienced professionals whose mission is to make a difference.

Quaker Chemical Corporation
Condensed Consolidated Statements of Income
(Dollars in thousands, except share and per share data)

	(Unaudited)			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net sales	$ 201,183	$ 186,915	$ 396,092	$ 364,992
Cost of goods sold	129,348	115,514	253,370	225,610
Gross profit	71,835	71,401	142,722	139,382
%	35.7%	38.2%	36.0%	38.2%
Selling, general and administrative expenses	49,594	48,700	97,648	96,843
Combination-related expenses	4,338	-	13,413	-
Operating income	17,903	22,701	31,661	42,539
%	8.9%	12.1%	8.0%	11.7%
Other expense, net	(1,571)	(337)	(1,676)	(235)
Interest expense	(780)	(727)	(1,436)	(1,468)
Interest income	540	545	1,063	893
Income before taxes and equity in net income of associated companies	16,092	22,182	29,612	41,729
Taxes on income before equity in net income of associated companies	4,224	7,238	11,089	13,543
Income before equity in net income of associated companies	11,868	14,944	18,523	28,186
Equity in net income of associated companies	473	461	1,432	563
Net income	12,341	15,405	19,955	28,749
Less: Net income attributable to noncontrolling interest	435	390	1,057	788
Net income attributable to Quaker Chemical Corporation	$ 11,906	$ 15,015	$ 18,898	$ 27,961
%	5.9%	8.0%	4.8%	7.7%
Share and per share data:				
Basic weighted average common shares outstanding	13,195,053	13,126,134	13,185,627	13,121,470
Diluted weighted average common shares outstanding	13,240,279	13,144,713	13,230,937	13,136,653
Net income attributable to Quaker Chemical Corporation Common Shareholders - basic	$ 0.90	$ 1.13	$ 1.42	$ 2.11
Net income attributable to Quaker Chemical Corporation Common Shareholders - diluted	$ 0.89	$ 1.13	$ 1.42	$ 2.11

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Quaker Chemical Corporation
Condensed Consolidated Balance Sheets
(Dollars in thousands, except par value and share amounts)

	(Unaudited) June 30, 2017	December 31, 2016
ASSETS		
Current assets		
Cash and cash equivalents	$ 98,821	$ 88,818
Accounts receivable, net	201,529	195,225
Inventories, net	87,882	77,082
Prepaid expenses and other current assets	21,466	15,343
Total current assets	409,698	376,468
Property, plant and equipment, net	86,727	85,734
Goodwill	84,762	80,804
Other intangible assets, net	74,406	73,071
Investments in associated companies	24,513	22,817
Non-current deferred tax assets	20,742	24,382
Other assets	29,412	28,752
Total assets	$ 730,260	$ 692,028
LIABILITIES AND EQUITY		
Current liabilities		
Short-term borrowings and current portion of long-term debt	$ 736	$ 707
Accounts and other payables	91,461	82,164
Accrued compensation	14,459	19,356
Accrued restructuring	-	670
Other current liabilities	27,732	24,514
Total current liabilities	134,388	127,411
Long-term debt	73,896	65,769
Non-current deferred tax liabilities	12,458	12,008
Other non-current liabilities	69,924	74,234
Total liabilities	290,666	279,422
Equity		
Common stock, $1 par value; authorized 30,000,000 shares; issued and outstanding 2017- 13,309,966 shares; 2016 - 13,277,832 shares	13,310	13,278
Capital in excess of par value	113,747	112,475
Retained earnings	374,001	364,414
Accumulated other comprehensive loss	(72,938)	(87,407)
Total Quaker shareholders' equity	428,120	402,760
Noncontrolling interest	11,474	9,846
Total equity	439,594	412,606
Total liabilities and equity	$ 730,260	$ 692,028

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Quaker Chemical Corporation
Condensed Consolidated Statements of Cash Flows
(Dollars in thousands)

	(Unaudited) Six Months Ended June 30, 2017	2016
Cash flows from operating activities		
Net income	$ 19,955	$ 28,749
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	6,333	6,331
Amortization	3,604	3,589
Equity in undistributed earnings of associated companies, net of dividends	(1,301)	(488)
Deferred compensation and other, net	268	3,609
Stock-based compensation	2,245	3,423
(Gain) loss on disposal of property, plant and equipment and other assets	(28)	45
Insurance settlement realized	(446)	(614)
Combination-related expenses, net of payments	3,306	-
Pension and other postretirement benefits	(439)	(2,896)
Increase (decrease) in cash from changes in current assets and current liabilities, net of acquisitions:		
Accounts receivable	790	3,801
Inventories	(7,881)	(2,387)
Prepaid expenses and other current assets	(4,686)	(3,164)
Accounts payable and accrued liabilities	(213)	(1,642)
Restructuring liabilities	(675)	(2,330)
Net cash provided by operating activities	20,832	36,026
Cash flows from investing activities		
Investments in property, plant and equipment	(5,242)	(4,377)
Payments related to acquisitions, net of cash acquired	(5,363)	(3,284)
Proceeds from disposition of assets	43	48
Insurance settlement interest earned	21	16
Change in restricted cash, net	425	598
Net cash used in investing activities	(10,116)	(6,999)
Cash flows from financing activities		
Proceeds from long-term debt	6,753	1,736
Repayments of long-term debt	(373)	(286)
Dividends paid	(9,167)	(8,480)
Stock options exercised, other	(941)	(95)
Payments for repurchase of common stock	-	(5,859)
Excess tax benefit related to stock option exercises	-	136
Net cash used in financing activities	(3,728)	(12,848)
Effect of exchange rate changes on cash	3,015	(987)
Net increase in cash and cash equivalents	10,003	15,192
Cash and cash equivalents at the beginning of the period	88,818	81,053
Cash and cash equivalents at the end of the period	$ 98,821	$ 96,245

Exhibit 99.2


Quaker
It's what's inside that counts.
Quaker Chemical Corporation
Second Quarter 2017 Results
Investor Conference Call
July 28, 2017

Risks and Uncertainties Statement

Quaker
It's what's inside that counts.

Regulation G
The attached charts include Company information that does not conform to generally accepted accounting principles ("GAAP"). Management believes that an analysis of this data is meaningful to investors because it provides insight with respect to ongoing operating results of the Company and allows investors to better evaluate the financial results of the Company. These measures should not be viewed as an alternative to GAAP measures of performance. Furthermore, these measures may not be consistent with similar measures provided by other companies. This data should be read in conjunction with the Company's most recent annual report filed on Form 10-K as well as the second quarter earnings news release dated July 27, 2017, which has been furnished to the SEC on Form 8-K and the Company's Form 10-Q for the quarterly period ended June 30, 2017, which has been filed with the SEC.

Forward-Looking Statements
This presentation contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected in such statements. A major risk is that demand for the Company's products and services is largely derived from the demand for its customers' products, which subjects the Company to uncertainties related to downturns in a customer's business and unanticipated customer production shutdowns. Other major risks and uncertainties include, but are not limited to, significant increases in raw material costs, customer financial stability, worldwide economic and political conditions, foreign currency fluctuations, significant changes in applicable tax rates and regulations, future terrorist attacks and other acts of violence. Other factors, including those related to the previously announced Houghton combination ("the Combination"), could also adversely affect us including, but not limited to:

- the risk that Quaker shareholders may not approve the Combination;
- the risk that a required regulatory approval will not be obtained or is subject to conditions that are not anticipated or acceptable to us;
- the potential for regulatory authorities to require divestitures in connection with the Combination, which would result in a smaller than anticipated combined business;
- the risk that a closing condition to the Combination may not be satisfied in a timely manner;
- risks associated with the financing of the Combination;
- the occurrence of any event, change or other circumstance that could give rise to the termination of the share purchase agreement;
- potential adverse effects on Quaker Chemical's business, properties or operations caused by the implementation of the Combination;
- Quaker Chemical's ability to promptly, efficiently and effectively integrate the operations of Houghton International and Quaker Chemical;
- risks related to each company's distraction from ongoing business operations due to the Combination; and,
- the outcome of any legal proceedings that may be instituted against the companies following announcement of the share purchase agreement and transactions contemplated therein.

Therefore, we caution you not to place undue reliance on our forward-looking statements. For more information regarding these risks and uncertainties as well as certain additional risks that we face, you should refer to the Risk Factors detailed in Item 1A of our Form 10-K for the year ended December 31, 2016, and in our quarterly and other reports filed from time to time with the Commission. We do not intend to, and we disclaim any duty or obligation to, update or revise any forward-looking statements to reflect new information or future events or for any other reason. This discussion is provided as permitted by the Private Securities Litigation Reform Act of 1995.

Speakers

Michael F. Barry
Chairman of the Board, Chief Executive Officer & President

Mary Dean Hall
Vice President, Chief Financial Officer & Treasurer

Robert T. Traub
Vice President, General Counsel & Corporate Secretary

Chart #1

Second Quarter 2017 Headlines

- **8% growth in net sales driven by a strong volume increase of 7%**

- **Net income of $11.9 million and earnings per diluted share of $0.89 include the impact of Houghton combination-related expenses**

- **12% increase in non-GAAP earnings per diluted share to $1.24**

Chart #2

Chairman Comments

Second Quarter 2017

- ## Second Quarter 2017
  - ✓ Net sales of $201.2 million driven by increases in organic volume on continued market share gains and increased production in some end markets
  - ✓ Strong volumes drove higher gross profit despite a decline in gross margin primarily due to raw material cost increases
  - ✓ Operating income benefited from relatively consistent levels of SG&A on the strong net sales growth, excluding $4.3 million of Houghton-related expenses
  - ✓ Strong operating performance coupled with a lower tax rate drove non-GAAP EPS of $1.24 and adjusted EBITDA of $28.0 million, despite a negative foreign exchange impact on earnings of 1%
- ## 2017 Outlook
  - ✓ Market share gains and leveraging of past acquisitions will continue to help offset market challenges
  - ✓ Expect gross margins to trend upwards gradually over the next two quarters, heading back to the 37% target

Overall, we remain confident in our future and expect 2017 to be another good year for Quaker, as we expect to increase non-GAAP earnings and adjusted EBITDA for the eighth consecutive year

Chart #3

Financial Highlights

Second Quarter 2017

- Net sales increase of 8% to $201.2 million driven by strong organic volume growth of 5%, increases from the Q4'16 acquisition of Lubricor of 2% and an increase from price and product mix of 2%, partially offset by FX of 1%
- Lower gross margin of 35.7% in Q2'17 compared to 38.2% in Q2'16 primarily due to higher raw material costs
- Houghton combination-related expenses of $4.3 million or $0.27 per diluted share
- SG&A was relatively consistent year-over-year due to continued cost discipline and prior cost savings initiatives
- Other expense included a charge of $1.9 million or $0.09 per diluted share to settle certain U.S. pension plan obligations
- Lower effective tax rate of 26.2% due to a current year accounting standard adoption and the prior year temporarily inflated tax rate at one of the Company's subsidiaries
- Non-GAAP EPS of $1.24 up 12% and adjusted EBITDA of $28.0 million up 1%
- Year-to-date net operating cash flow of $20.8 million compared to $36.0 million in the prior year period, primarily due to outflows of $10.1 million for certain Houghton-related expenses and higher levels of cash invested in working capital

Chart #4

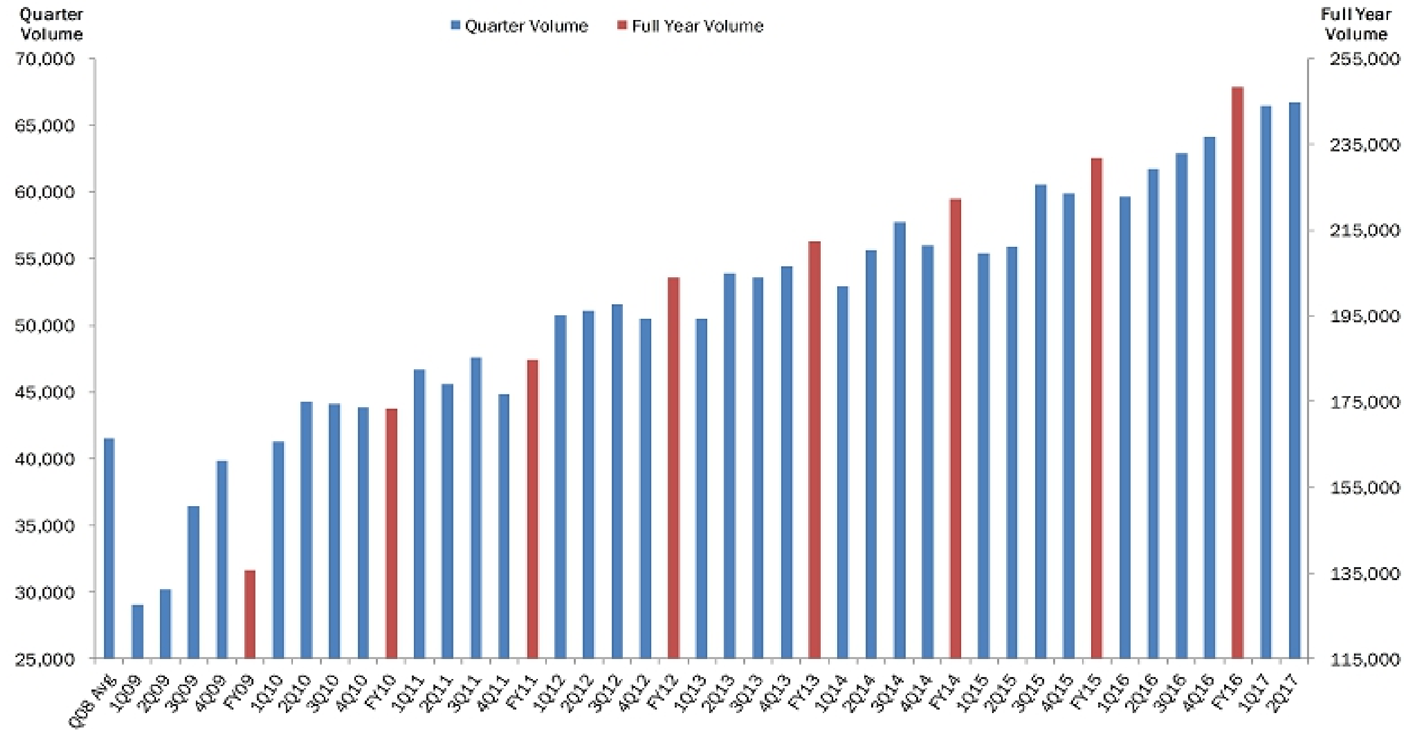
Financial Snapshot

($ Millions unless otherwise noted)	Q2 2017	Q2 2016	YTD 2017	YTD 2016
Net Sales	201.2	186.9	396.1	365.0
Gross Profit	71.8	71.4	142.7	139.4
Gross Margin	35.7%	38.2%	36.0%	38.2%
SG&A	49.6	48.7	97.6	96.8
Combination-related expenses	4.3	—	13.4	—
Operating Income	17.9	22.7	31.7	42.5
Operating Margin	8.9%	12.1%	8.0%	11.7%
Net Income Attributable to Quaker Chemical Corporation	11.9	15.0	18.9	28.0
Earnings Per Diluted Share	0.89	1.13	1.42	2.11
Non-GAAP Earnings Per Diluted Share	1.24	1.11	2.42	2.09
Adjusted EBITDA	28.0	27.7	56.2	52.6
Adjusted EBITDA Margin	13.9%	14.8%	14.2%	14.4%
Net Cash	24.2	12.0	—	—
Net Operating Cash Flow	12.5	25.2	20.8	36.0
Effective Tax Rate	26.2%	32.6%	37.4%	32.5%

Chart #5

Product Volume by Quarter and Year

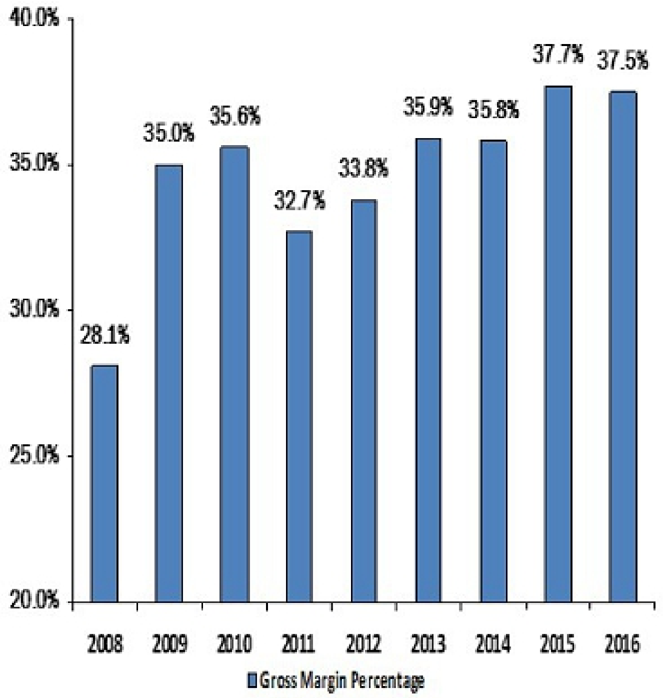
in Thousands of Kilograms

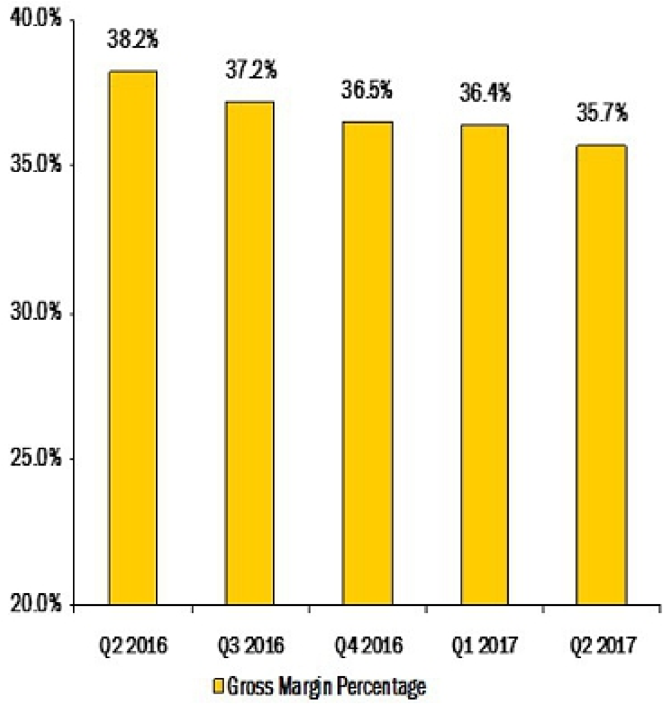


Strong organic volumes continue to drive top line growth

Chart #6

Gross Margin Percentage Trends





Gross Margins challenged due to rising raw material costs, but expect Gross Margins to gradually return to the 37% target level

Chart #7

Adjusted EBITDA

Baseline Historical Performance

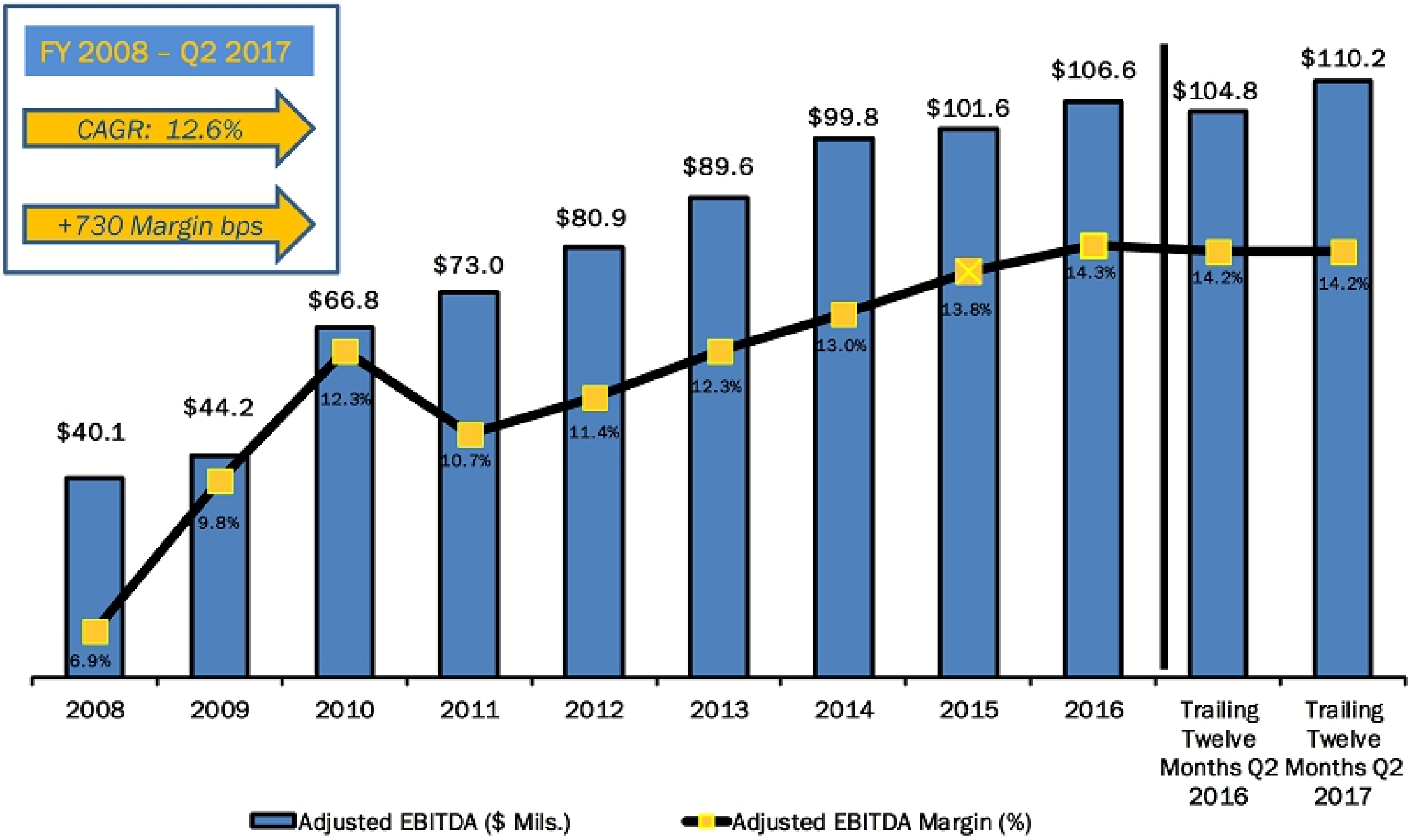
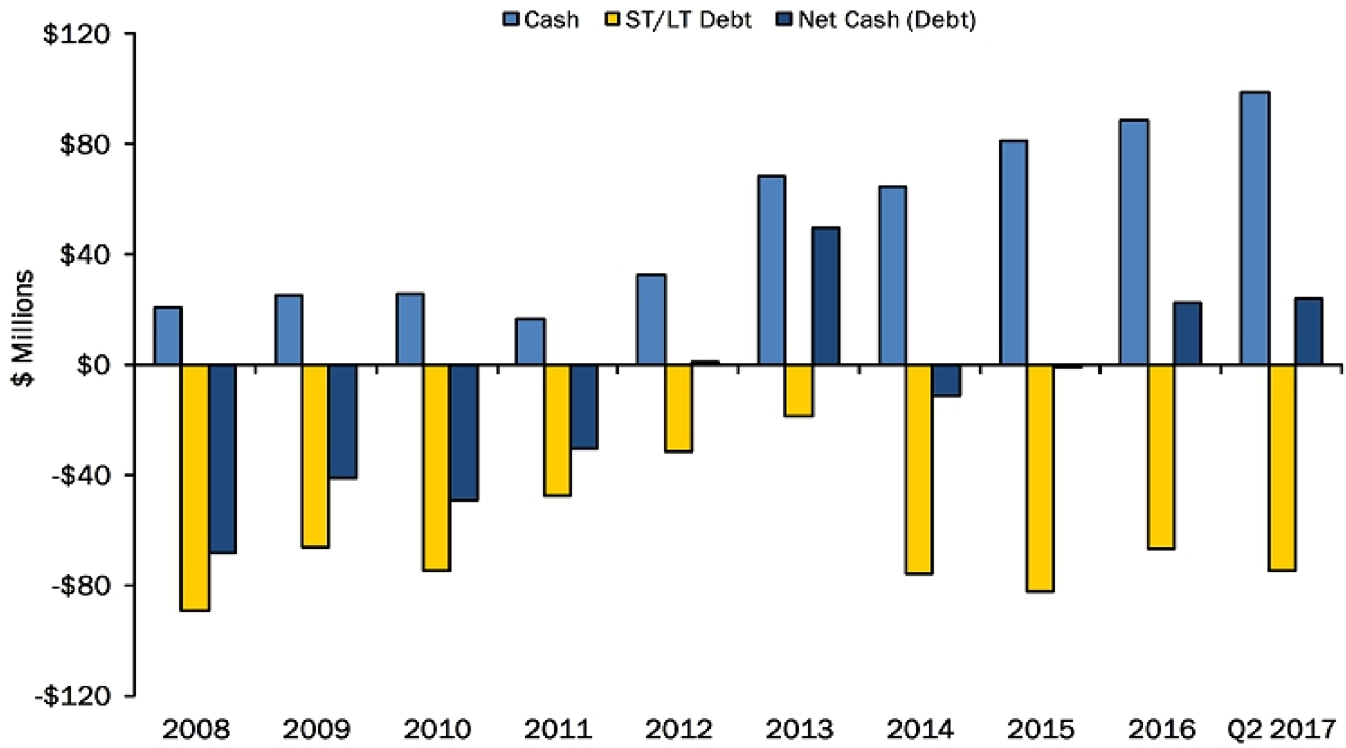


Chart #8

Balance Sheet

Cash and Debt



Continued strong cash flow generation and balance sheet

Chart #9

APPENDIX

Non-GAAP EPS Reconciliation

Quaker
It's what's inside that counts.

	Q2 2017	Q2 2016	YTD 2017	YTD 2016
GAAP earnings per diluted share	$ 0.89	$ 1.13	$ 1.42	$ 2.11
Equity income in a captive insurance company per diluted share	(0.04)	(0.02)	(0.08)	(0.03)
Houghton combination-related expenses per diluted share	0.27	-	0.95	-
U.S. pension plan settlement charge per diluted share	0.09	-	0.09	-
Cost streamlining initiative per diluted share	-	-	0.01	-
Currency conversion impacts of the Venezuelan bolivar fuerte per diluted share	0.03	-	0.03	0.01
Non-GAAP earnings per diluted share	$ 1.24	$ 1.11	$ 2.42	$ 2.09

Chart #10

Adjusted EBITDA Reconciliation

Quaker
It's what's inside that counts.

	2008	2009	2010	2011	2012	2013	2014	2015	2016
Net income	9,833	16,058	32,120	45,892	47,405	56,339	56,492	51,180	61,403
Depreciation	10,879	9,525	9,867	11,455	12,252	12,339	12,306	12,395	12,557
Amortization	1,177	1,078	988	2,338	3,106	3,445	4,325	6,811	7,009
Interest expense	5,509	5,533	5,225	4,666	4,283	2,922	2,371	2,585	2,889
Taxes on income before equity in net income of associated companies	4,977	7,065	12,616	14,256	15,575	20,489	23,539	17,785	23,226
Equity loss (income) from a captive insurance company	1,299	162	(313)	(2,323)	(1,812)	(5,451)	(2,412)	(2,078)	(1,688)
Non-cash gain from the purchase of an equity affiliate	-	-	-	(2,718)	-	-	-	-	-
Equity affiliate out of period charge	-	-	564	-	-	-	-	-	-
Restructuring expense (credit)	2,916	2,289	-	-	-	-	-	6,790	(439)
Transition costs related to key employees	3,505	2,443	1,317	-	609	-	-	-	-
Houghton combination-related expenses	-	-	-	-	-	-	-	-	1,531
Verkol transaction-related expenses	-	-	-	-	-	-	-	2,813	-
U.K. pension plan amendment	-	-	-	-	-	-	902	-	-
Customer bankruptcy costs	-	-	-	-	1,254	-	825	328	-
Cost streamlining initiatives	-	-	-	-	-	1,419	1,166	173	-
Non-income tax contingency charge	-	-	4,132	-	-	796	-	-	-
Change in acquisition-related earnout liability	-	-	-	(595)	(1,737)	(497)	-	-	-
Mineral oil excise tax refund	-	-	-	-	-	(2,540)	-	-	-
Currency conversion impacts of the Venezuelan Bolivar	-	-	322	-	-	357	321	2,806	88
Adjusted EBITDA	40,095	44,153	66,838	72,971	80,935	89,618	99,835	101,588	106,576
Adjusted EBITDA Margin	6.9%	9.8%	12.3%	10.7%	11.4%	12.3%	13.0%	13.8%	14.3%

Chart #11

TTM Adjusted EBITDA Reconciliation

	I = G + H Trailing Twelve Months Q2 2017	H YTD Q2 2017	G = F - D Last Six Months 2016	F FY 2016	E = C + D Trailing Twelve Months Q2 2016	D YTD Q2 2016	C = B - A Last Six Months 2015	B FY 2015	A YTD Q2 2015
Net income	52,340	18,898	33,442	61,403	53,725	27,961	25,764	51,180	25,416
Depreciation	12,559	6,333	6,226	12,557	12,609	6,331	6,278	12,395	6,117
Amortization	7,024	3,604	3,420	7,009	7,153	3,589	3,564	6,811	3,247
Interest expense	2,857	1,436	1,421	2,889	2,859	1,468	1,391	2,585	1,194
Taxes on income before equity in net income of associated companies	20,772	11,089	9,683	23,226	20,245	13,543	6,702	17,785	11,083
Equity income from a captive insurance company	(2,360)	(1,027)	(1,333)	(1,688)	(1,738)	(355)	(1,383)	(2,078)	(695)
Restructuring (credit) expense	(439)	-	(439)	(439)	6,790	-	6,790	6,790	-
Houghton combination-related expenses	14,944	13,413	1,531	1,531	-	-	-	-	-
Verkol transaction-related expenses	-	-	-	-	2,813	-	2,813	2,813	-
Customer bankruptcy costs	-	-	-	-	217	-	217	328	111
U.S. pension plan settlement charge	1,860	1,860	-	-	-	-	-	-	-
Cost streamlining initiatives	286	286	-	-	-	-	-	173	173
Currency conversion impacts of the Venezuelan bolivar fuerte	340	340	-	88	88	88	-	2,806	2,806
Adjusted EBITDA	110,183	56,232	53,951	106,576	104,761	52,625	52,136	101,588	49,452
Adjusted EBITDA Margin	14.2%	14.2%	14.1%	14.3%	14.2%	14.4%	14.0%	13.8%	26.5%

Chart #12