

AIRGAS INC  
Form SC 14D9/A  
March 30, 2010

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

Washington, D.C. 20549

**SCHEDULE 14D-9**

**SOLICITATION/RECOMMENDATION**

**STATEMENT UNDER SECTION 14(d)(4) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 5)

**AIRGAS, INC.**

(Name of Subject Company)

**AIRGAS, INC.**

(Name of Person Filing Statement)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**009363102**

(CUSIP Number of Class of Securities)

**Robert H. Young, Jr.**

**Senior Vice President, General Counsel and Secretary**

**Airgas, Inc.**

**259 North Radnor-Chester Rd.**

**Radnor, PA 19087-5283**

**(610) 687-5253**

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(Name, address and telephone numbers of person authorized to receive notices and  
communications on behalf of the persons filing statement)

*With copies to:*

**Daniel A. Neff, Esq.**

**David A. Katz, Esq.**

**Wachtell, Lipton, Rosen & Katz**

**51 West 52nd Street**

**New York, New York 10019**

**(212) 403-1000**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 5 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended from time to time, the *Statement* ) originally filed by Airgas, Inc., a Delaware corporation ( *Airgas* or the *Company* ), with the Securities and Exchange Commission on February 22, 2010, relating to the tender offer by Air Products Distribution, Inc. ( *AP Sub* ), a Delaware corporation and wholly owned subsidiary of Air Products and Chemicals, Inc. ( *Air Products* ), to purchase all of the outstanding shares of Airgas Common Stock, par value \$0.01 per share, including the associated rights to purchase shares of Series C Junior Participating Preferred Stock ( *Rights*, and together with the Airgas Common Stock, the *Airgas Common Shares* ), at a price of \$60.00 per share, net to the seller in cash, without interest and less any required withholding taxes. Except as specifically noted herein, the information set forth in the Statement remains unchanged.

**ITEM 8. ADDITIONAL INFORMATION**

Item 8 of the Statement is hereby amended and supplemented by inserting the following section after the last paragraph in the section of the Statement entitled Delaware Law :

**Annual Meeting of Stockholders.**

Airgas intends to use a white proxy card in connection with its next Annual Meeting of Stockholders.

**ITEM 9. EXHIBITS**

Item 9 is hereby amended and supplemented by adding the following exhibit.

| <b>Exhibit Number</b> | <b>Description</b>                                   |
|-----------------------|--|
| (a)(15)               | Letter to Employees of Airgas, dated March 29, 2010. |

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

AIRGAS, INC.

By: /s/ Leslie J. Graff  
Name: Leslie J. Graff  
Title: Senior Vice President

Dated: March 29, 2010

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                   |
|---------------------------|--|
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