



DIVISION OF  
CORPORATION FINANCE

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

October 21, 2024

Andrew Sandifer  
CFO  
FMC CORP  
2929 Walnut Street  
Philadelphia, PA 19104

**Re: FMC CORP**  
**10-K filed February 27, 2024 File No. 001-02376**

Dear Andrew Sandifer:

We have reviewed your filing and have the following comments. Please respond to this letter within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe a comment applies to your facts and circumstances, please tell us why in your response. After reviewing your response to this letter, we may have additional comments.

Item 2.02 Form 8-K filed July 31, 2024

Exhibit 99.1

Second Quarter 2024 Highlights, page 1

1. We note you present trends associated with the non-GAAP measures adjusted EBITDA and adjusted earnings per diluted share within the bullet points for the Second Quarter 2024 Highlights. Please also present the trends associated with consolidated GAAP net income and net income per diluted share. Refer to Question 102.10(a) of the Non-GAAP Financial Measures Compliance and Disclosure Interpretations.

Reconciliation of Net Income (loss) Attributable to FMC Stockholders (GAAP) To Return on Invested Capital , page 5

2. We note your calculation of ROIC uses a non-GAAP measure in the numerator. Please also present ROIC using net income (loss) attributable to FMC stockholders. Refer to Question 102.10(a) of the Compliance and Disclosure Interpretations for Non-GAAP Financial Measures.

Form 10-Q for the Six Months Ended June 30, 2024

Free Cash Flow Reconciliation, page 47

3. Your free cash flow presentation includes a subtotal, adjusted cash flows from

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operations, which excludes Project Focus transformation spending. The exclusion of this spending appears inconsistent with the guidance in Item 10(e)(1)(ii)(A) of Regulation S-K which prohibits excluding charges or liabilities that required or will require cash settlement from non-GAAP liquidity measures. Please advise or revise your presentation accordingly.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff. Please contact Al Pavot at 202-551-3738 or Jeanne Baker at 202-551-3691 if you have questions.

Sincerely,

Division of Corporation Finance  
Office of Industrial Applications and  
Services