

Huntsman CORP  
Form 4  
January 04, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Huntsman CORP

2. Issuer Name and Ticker or Trading Symbol  
Venator Materials PLC [VNTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
10003 WOODLOCH FOREST DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
01/03/2018

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

THE WOODLANDS, TX 77380

\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Ordinary Shares                 | 01/03/2018                           |  | S <sup>(1)</sup>               | 1,948,955 D   | \$ 21.6562 56,452,957   | I <sup>(1)</sup>   | See Footnote <sup>(1)</sup>                           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Huntsman CORP<br>10003 WOODLOCH FOREST DRIVE<br>THE WOODLANDS, TX 77380                        |               | X         |         |       |
| Huntsman (Holdings) Netherlands B.V.<br>10003 WOODLOCH FOREST DRIVE<br>THE WOODLANDS, TX 77380 |               | X         |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ Huntsman Corporation, by Russ Stolle, as Attorney-in-Fact                 | 01/04/2018 |
| **Signature of Reporting Person   | Date       |
| /s/ Huntsman (Holdings) Netherlands B.V., by Russ Stolle, as Attorney-in-Fact | 01/04/2018 |
| **Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
 This Form 4 is being filed jointly by (i) Huntsman (Holdings) Netherlands B.V. ("Huntsman Holdings"), a subsidiary owned by Huntsman International LLC ("Huntsman International"), which is a direct wholly-owned subsidiary of Huntsman Corporation ("Huntsman"), and Huntsman International Financial LLC, which is a direct wholly-owned subsidiary of Huntsman International, and (ii)
  - (1) Huntsman. On January 3, 2018, Huntsman Holdings sold 1,948,955 of Venator Materials PLC's ("Venator") ordinary shares, par value \$0.001 per share ("Ordinary Shares"), to the public upon the Underwriters' (as defined below) partial exercise of their option to purchase additional ordinary shares pursuant to the Underwriting Agreement, dated November 29, 2017, by and among Venator, Huntsman Holdings and the Underwriters named in Schedule A thereto (the "Underwriters").
  - (2) This amount represents the \$22.50 public offering price per Ordinary Share less the underwriting discount of \$0.84375 per Ordinary Share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.