

HUNTSMAN INTERNATIONAL LLC
 Form 4
 August 10, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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

(Last) (First) (Middle)

10003 WOODLOCH FOREST DRIVE

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
08/08/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount | (A) or (D) Price | | |
| Ordinary Shares | 08/08/2017 | | S(1) | 26,105,000 | D 18.85 | 80,166,712 | I(1) See Footnote (1) |

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 10003 WOODLOCH FOREST DRIVE THE WOODLANDS, TX 77380 | | X | | |
| HUNTSMAN INTERNATIONAL LLC 10003 WOODLOCH FOREST DRIVE THE WOODLANDS, TX 77380 | | X | | |
| Huntsman (Holdings) Netherlands B.V. 10003 WOODLOCH FOREST DRIVE THE WOODLANDS, TX 77380 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Huntsman Corporation, by Sean Pettey, as Attorney-in-Fact | 08/10/2017 |
| __Signature of Reporting Person | Date |
| /s/ Huntsman International LLC, by Sean Pettey, as Attorney-in-Fact | 08/10/2017 |
| __Signature of Reporting Person | Date |
| /s/ Huntsman (Holdings) Netherlands B.V., by Sean Pettey, as Attorney-in-Fact | 08/10/2017 |
| __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).
- (1) This Form 4 is being filed jointly by (i) Huntsman (Holdings) Netherlands B.V. ("Huntsman Holdings"), a wholly-owned subsidiary of Huntsman International Financial LLC, which is a direct wholly-owned subsidiary of Huntsman International LLC ("Huntsman International"), (ii) Huntsman International, which is a direct wholly-owned subsidiary of Huntsman Corporation ("Huntsman") and (iii) Huntsman. On August 8, 2017, Huntsman Holdings sold 15,607,889 of Venator Materials PLC's ("Venator") ordinary shares, par value \$0.001 per share ("Ordinary Shares"), to the public in Venator's initial public offering. Also on August 8, 2017, Huntsman International sold 10,497,111 Ordinary Shares to the public in Venator's initial public offering and no longer directly owns any Ordinary Shares of

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Venator.

- (2) This amount represents the \$20.00 public offering price per Ordinary Share less the underwriting discount of \$1.15 per Ordinary Share.

Remarks:

Powers of Attorney for Huntsman Corporation, Huntsman International LLC and Huntsman (Holdings) Netherlands B.V. are a

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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