

Huntsman CORP
 Form 4
 December 03, 2018

FORM 4

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

OMB APPROVAL

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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)
 12/03/2018

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

(Street)
 THE WOODLANDS, TX 77380

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Amount (D) Price | | |

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

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

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

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-------------------------------------|------------------------------------|------------------|-------------------------|--|---|---------------------|--------------------|--------------------|----------------------------------|
| | | | | Code | V | | | | |
| Post-paid share sale contract | <u>(1)</u> | 12/03/2018 | <u>J</u> ⁽¹⁾ | 4,334,389 <u>(1)</u> | | <u>(1)</u> | <u>(1)</u> | Ordinary Shares | 4,334,389 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Huntsman CORP 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 Rachel K. Muir | 12/03/2018 |
| **Signature of Reporting Person | Date |
| /s/ Huntsman (Holdings) Netherlands B.V., by Rachel K. Muir | 12/03/2018 |
| **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).
 - (1) On December 3, 2018, Huntsman (Holdings) Netherlands B.V. ("Huntsman Holdings") entered into a post-paid share sale transaction (the "Transaction") with Bank of America N.A. ("Dealer"). Pursuant to the Transaction, Huntsman Holdings sold an aggregate of 4,334,389 Ordinary Shares to Dealer at a price to be determined based on the average of the daily volume weighted average price of the Ordinary Shares over an agreed period. The Transaction immediately allows the Huntsman Corporation ("Huntsman") to deconsolidate Venator Materials PLC. Huntsman Holdings delivered the Ordinary Shares to the Dealer on or about December 3, 2018. Payment by Dealer to Huntsman Holdings for the Ordinary Shares will occur in increments during the first quarter of 2019.
 - (2) This Form 4 is being filed jointly by (i) Huntsman Holdings, a direct wholly-owned subsidiary of Huntsman International LLC, which is a direct wholly-owned subsidiary of Huntsman, and (ii) Huntsman.

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.