

Univar Inc.  
Form 3  
June 17, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|  |   |  |   |   |   |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â CD&amp;R Associates VIII, Ltd.</p> <p>(Last) (First) (Middle)</p> <p>C/O MAPLES CORPORATE SERVICES LIMITED,Â P.O. BOX 309, UGLAND HOUSE</p> <p>(Street)</p> <p>GRAND CAYMAN,Â E9Â KY1-1104</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/17/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Univar Inc. [UNVR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person<br/><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 40,585,412   | I   | By affiliate <u>(1)</u> <u>(2)</u>                       |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CD&R Associates VIII, Ltd.<br>C/O MAPLES CORPORATE SERVICES LIMITED<br>P.O. BOX 309, UGLAND HOUSE<br>GRAND CAYMAN, KY1-1104            | ^             | ^ X       | ^       | ^     |
| CD&R ASSOCIATES VIII, LP<br>C/O MAPLES CORPORATE SERVICES LIMITED<br>P.O. BOX 309, UGLAND HOUSE<br>GRAND CAYMAN, KY1-1104              | ^             | ^ X       | ^       | ^     |
| CD&R Investment Associates VIII, Ltd.<br>C/O MAPLES CORPORATE SERVICES LIMITED<br>P.O. BOX 309, UGLAND HOUSE<br>GRAND CAYMAN, KY1-1104 | ^             | ^ X       | ^       | ^     |
| CD&R Univar Holdings, L.P.<br>C/O MAPLES CORPORATE SERVICES LIMITED<br>P.O. BOX 309, UGLAND HOUSE<br>GRAND CAYMAN, KY1-1104            | ^             | ^ X       | ^       | ^     |

## Signatures

|   |            |
|---|------------|
| CD&R Associates VIII, Ltd. By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec.   | 06/17/2015 |
| **Signature of Reporting Person   | Date       |
| CD&R Associates VIII, L.P. By: CD&R Investment Associates VIII, Ltd., its general partner, By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec. | 06/17/2015 |
| **Signature of Reporting Person   | Date       |
| CD&R Investment Associates VIII, Ltd. By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec.  | 06/17/2015 |
| **Signature of Reporting Person   | Date       |
| CD&R Univar Holdings, L.P. By: CD&R Associates VIII, Ltd., its general partner, By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec.            | 06/17/2015 |
| **Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) CD&R Univar Holdings, L.P. ("CD&R Holdings") directly owns 40,585,412 shares of Common Stock. CD&R Associates VIII, Ltd., as the general partner of CD&R Holdings, CD&R Associates VIII, L.P., as the sole stockholder of CD&R Associates VIII, Ltd., and CD&R Investment Associates VIII, Ltd., as the general partner of CD&R Associates VIII, L.P., may each be deemed to beneficially own the shares of Common Stock held by CD&R Holdings.

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- (2) Each of CD&R Associates VIII, Ltd., CD&R Associates VIII, L.P. and CD&R Investment Associates VIII, Ltd. expressly disclaims beneficial ownership of the shares of Common Stock held by CD&R Holdings, except to the extent of its pecuniary interest therein.

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.