

Univar Inc.  
Form 8-K  
August 18, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): August 18, 2016 (August 15, 2016)**

**Univar Inc.**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b>	<b>001-37443</b>	<b>26-1251958</b>
<b>(State or other jurisdiction</b>	<b>(Commission</b>	<b>(I.R.S</b>
<b>of incorporation)</b>	<b>File</b>	<b>Employer</b>
	<b>Number)</b>	<b>Identification</b>
		<b>No.)</b>
<b>3075 Highland Parkway, Suite 200</b>		
<b>Downers Grove, IL 60515</b>		

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**(Address of principal executive offices, including zip code)**

**Registrant's telephone number, including area code: (331) 777-6000**

**Not Applicable**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(b)

On August 18, 2016, in conjunction with the secondary registration and sale of Univar Inc. shares by Univar N.V. (shares the economic benefit of which are held by investment funds affiliated with CVC Capital Partners Advisory (U.S.) Inc. ("CVC")), Lars Haegg and Christopher J. Stadler resigned as the CVC designated members of the Board of Directors of Univar Inc.

**Item 8.01 Other Events**

On August 15, 2016, Univar Inc. (the "Company"), certain of the Company's stockholders, including Univar N.V. and GSO COF Facility, LLC, (collectively, the "Selling Stockholders") and Goldman, Sachs & Co. (the "Underwriter") entered into an underwriting agreement (the "Underwriting Agreement") pursuant to which the Selling Stockholders agreed to sell to the Underwriter, and the Underwriter agreed to purchase from the Selling Stockholders, subject to and upon terms and conditions set forth therein, 20,943,741 shares of the Company's common stock.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the copy thereof, which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit**

**Number**

**Description**

1.1 Underwriting Agreement, dated August 15, 2016, among Univar Inc., the selling stockholders named therein and Goldman, Sachs & Co.



**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 18, 2016

**Univar Inc.**

/s/ Stephen N.

By: Landsman

Name: Stephen N. Landsman

Title: Executive Vice

President, General

Counsel and Secretary

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**Exhibit Index**

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