

HUNTSMAN INTERNATIONAL LLC
 Form 3
 August 02, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Huntsman CORP | | (Month/Day/Year) | Venator Materials PLC [VNTR] | |
| (Last) | (First) | (Middle) | 08/02/2017 | |
| 10003 WOODLOCH FOREST DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| THE WOODLANDS, TX 77380 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Ordinary Shares | 106,271,712 | I ⁽¹⁾ | See FootNote ⁽¹⁾ |

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

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

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 Brandon M. Gray, Vice President and Treasurer | 08/02/2017 |
| **Signature of Reporting Person | Date |
| /s/ Huntsman International LLC, by Brandon M. Gray, Vice President and Treasurer | 08/02/2017 |
| **Signature of Reporting Person | Date |
| /s/ Huntsman (Holdings) Netherlands B.V., by Natasja C.D. Degrieck, Director | 08/02/2017 |
| **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) 95,774,601 ordinary shares are directly owned by Huntsman (Holdings) Netherlands B.V., which is a wholly-owned subsidiary of Huntsman International Financial LLC, which is a direct wholly-owned subsidiary of Huntsman International LLC, which is a direct wholly-owned subsidiary of Huntsman Corporation; 10,497,111 ordinary shares are directly owned by Huntsman International LLC, a direct wholly-owned subsidiary of Huntsman Corporation.

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Remarks:

This Form 3 is being filed in connection with the effectiveness of the Registration Statement on F

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.