

Benson Scot
Form 4
February 21, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Benson Scot

(Last) (First) (Middle)

C/O ELEMENT SOLUTIONS
INC, 1450 CENTREPARK BLVD,
SUITE 210

(Street)

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Element Solutions Inc [ESI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 02/19/2019 | | M | 7,317 | A | Ⓛ | 97,127 | D |
| Common Stock, par value \$0.01 per share | 02/20/2019 | | F | 1,863 | D | \$ | 95,264 | D |
| | | | | (2) | | 11.34 | | |

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)

| 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 0 ⁽³⁾ | 02/19/2019 | | M | 7,317 ₍₁₎ | ⁽³⁾ ₍₃₎ | Common Stock | 7,317 |
| Performance Stock Units | \$ 0 ⁽⁴⁾ | 02/20/2019 | | A | 58,789 | ⁽⁴⁾ ₍₄₎ | Common Stock | 58,789 |
| Incentive Stock Option (Right to Buy) | \$ 11.34 | 02/20/2019 | | A | 8,818 | ⁽⁵⁾ ₍₅₎ | Common Stock | 8,818 |
| Non-Qualified Stock Option (Right to Buy) | \$ 11.34 | 02/20/2019 | | A | 55,409 | ⁽⁵⁾ ₍₅₎ | Common Stock | 55,409 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Benson Scot
C/O ELEMENT SOLUTIONS INC
1450 CENTREPARK BLVD, SUITE 210
WEST PALM BEACH, FL 33401

President & COO

Signatures

/s/ Scot R. Benson 02/21/2019

__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).

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- (1) This transaction represents the settlement of 7,317 restricted stock units ("RSUs") previously reported on 2/21/2018 which vested on 2/19/2019. Each RSU represented a contingent right to receive one share of the Issuer's common stock.
- (2) This number represents shares of the Issuer's common stock withheld to satisfy the tax withholding obligations due upon the vesting of the RSUs described in footnote 1 above.
- (3) As previously reported on 2/21/2018, this RSU grant vests in 1/3 annual increments since 2/19/2018, subject to continuous service. Each RSU represents a contingent right to receive one share of the Issuer's common stock.

Each performance restricted stock unit represents a contingent right to receive one share of common stock of the Issuer, subject to the
- (4) achievement of certain adjusted EBITDA compound annual growth and adjusted earnings per share goals for the performance period ending 12/31/2021. The number of shares reported in Column 7 will range from zero to 88,184 shares.
- (5) 1/3 of each of these options will vest annually on February 20th over the next three years.

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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