

AXIALL CORP/DE/  
Form 4  
September 02, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Adelman Dean A

(Last) (First) (Middle)  
1000 ABERNATHY RD.  
NE, SUITE 1200  
  
(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AXIALL CORP/DE/ [AXLL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/31/2016

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)  
See Remarks

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)
			Code	V	Amount	(D)	Price
AXLL Common Stock	08/31/2016		D		92,645	D	
					(1) (2) (3)		(1) (2) (3)
							0

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adelman Dean A 1000 ABERNATHY RD. NE SUITE 1200 ATLANTA, GA 30328			See Remarks	

## Signatures

/s/ Dean Adelman	08/31/2016
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\*\*Signature of \_\_\_\_\_ Date  
Reporting Person

## 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) Disposed of pursuant to the Agreement and Plan of Merger dated as of June 10, 2016 (the "Merger Agreement") among the Issuer, Westlake Chemical Corporation ("Westlake") and Lagoon Merger Sub, Inc., a wholly owned subsidiary of Westlake ("Merger Sub"), pursuant to which Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as a wholly-owned subsidiary of Westlake.
- (2) Pursuant to the Merger Agreement, at the effective time of the Merger, each share of Issuer common stock was canceled and converted into the right to receive \$33.00 in cash (the "Merger Consideration"). The disposition was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.
- (3) Includes (i) 78,764 shares underlying restricted share unit awards with respect to Issuer common stock which, pursuant to the Merger Agreement, at the effective time of the Merger, was assumed by Westlake and converted into restricted share unit awards with respect to Westlake common stock (which are intended to be settled in cash to the extent permitted by the terms of the applicable award agreement underlying each such restricted share unit award determined by multiplying the number of shares underlying restricted share unit awards with respect to Issuer common stock immediately prior to the effective time of the Merger by an exchange ratio set forth in the Merger Agreement and rounded to the nearest whole share.

### Remarks:

Vice President, Human Resources

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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.