

Huntsman CORP  
Form 4  
February 06, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Huntsman CORP**

(Last) (First) (Middle)

**10003 WOODLOCH FOREST  
DRIVE**

(Street)

**THE WOODLANDS, TX 77380**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Venator Materials PLC [VNTR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/04/2019**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	02/06/2019		J <sup>(1)</sup>		4,334,389	D	\$ 4.3626
					52,118,568	I	

See  
Footnote  
(2)

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  
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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)

## Edgar Filing: Huntsman CORP - Form 4

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Post-paid share sale contract	(1)	02/04/2019		J(1)	4,334,389 (1)	(1)	(1)	Ordinary Shares	4,334,389

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huntsman CORP 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 Rachel K. Muir	02/06/2019
__Signature of Reporting Person	Date
/s/ Huntsman (Holdings) Netherlands B.V., by Rachel K. Muir	02/06/2019
__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).

- On December 3, 2018, Huntsman (Holdings) Netherlands B.V. ("Huntsman Holdings") entered into a post-paid share sale transaction (the "Transaction") with Bank of America N.A. ("Dealer"). Pursuant to the Transaction, Huntsman Holdings sold an aggregate of 4,334,389
- (1) Ordinary Shares to Dealer at a price to be determined based on the average of the daily volume weighted average price of the Ordinary Shares over an agreed period. Huntsman Holdings delivered the Ordinary Shares to Dealer on December 3, 2018. On February 4, 2019, Dealer accelerated the final settlement of the Transaction to February 6, 2019. The Transaction immediately allowed the Huntsman Corporation ("Huntsman") to deconsolidate Venator Materials PLC on or about December 3, 2018.
- (2) This Form 4 is being filed jointly by (i) Huntsman Holdings, a direct wholly-owned subsidiary of Huntsman International LLC, which is a direct wholly-owned subsidiary of Huntsman, and (ii) Huntsman.

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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