

Huntsman CORP
 Form 4
 December 05, 2017

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 *
Huntsman CORP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10003 WOODLOCH FOREST DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2017

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

THE WOODLANDS, TX 77380

___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Ordinary Shares | 12/04/2017 | | S ⁽¹⁾ | 21,764,800 D | \$ 21.6563 58,401,912 | I ⁽¹⁾ | See Footnote ⁽¹⁾ |

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)

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 Sean Pettey, as Attorney-in-Fact | 12/05/2017 |
| **Signature of Reporting Person | Date |
| /s/ Huntsman (Holdings) Netherlands B.V., by Sean Pettey, as Attorney-in-Fact | 12/05/2017 |
| **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).
 This Form 4 is being filed jointly by (a) Huntsman (Holdings) Netherlands B.V. ("Huntsman Holdings"), a subsidiary owned by (i) Huntsman International LLC ("Huntsman International"), which is a direct wholly-owned subsidiary of Huntsman Corporation (1) ("Huntsman"), and (ii) Huntsman International Financial LLC, which is a direct wholly-owned subsidiary of Huntsman International, and (b) Huntsman. On December 4, 2017, Huntsman Holdings sold 21,764,800 of Venator Materials PLC's ("Venator") ordinary shares, par value \$0.001 per share ("Ordinary Shares"), to the public in Venator's secondary public offering.
 (2) This amount represents the \$22.50 public offering price per Ordinary Share less the underwriting discount of \$0.84375 per Ordinary Share and has been rounded to the nearest ten-thousandths.

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.