

Univar Inc.
 Form 424B1
 December 18, 2017
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Filed Pursuant to Rule 424(b)(1)
Registration No. 333-215046

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, \$0.01 par value per share	10,000,000	\$28.79	\$287,900,000	\$35,844

(1) Calculated in accordance with Rules 456(b) and 457(r) under the Securities Act of 1933, as amended.

(2) The registration fee has been transmitted to the U.S. Securities and Exchange Commission in connection with the offering of common stock pursuant to the Registration Statement on Form S-3, filed on December 12, 2016 (File No. 333-215046), as amended, by means of this prospectus supplement in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

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To Prospectus dated December 12, 2016

PROSPECTUS SUPPLEMENT, DATED DECEMBER 14, 2017**10,000,000 Shares****Univar Inc.****Common Stock**

All of the shares of common stock of Univar Inc., which we refer to in this prospectus supplement as "Univar" or the "Company," are being sold by the selling stockholder identified in this prospectus supplement. Univar will not receive any of the proceeds from the sale of the shares being sold by the selling stockholder.

The common stock of Univar is listed on the New York Stock Exchange ("NYSE") under the symbol "UNVR." The last reported sale price of the common stock on December 13, 2017 was \$29.03 per share.

Investing in our common stock involves risks. See Risk Factors on page S-3 to read about factors you should consider before buying shares of our common stock.

	Per Share	Total
Public offering price	\$ 28.79	\$ 287,900,000
Underwriting discount ⁽¹⁾	\$ 0.00	\$ 0.00
Proceeds, before expenses, to selling stockholder	\$ 28.79	\$ 287,900,000

(1) See "Underwriting" beginning on page S-18 of this prospectus supplement for additional information regarding underwriting compensation.

Neither the U.S. Securities and Exchange Commission ("SEC") nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any

representation to the contrary is a criminal offense.

The underwriter expects to deliver the shares to purchasers on or about December 19, 2017.

Goldman Sachs & Co. LLC

The date of this prospectus supplement is December 14, 2017.

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Neither we, the selling stockholder, nor the underwriter have authorized anyone to provide you with different information or to make any representations other than those contained or incorporated by reference into this prospectus supplement, the accompanying prospectus or in any free writing prospectuses we have prepared. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell, or a solicitation of an offer to purchase, the securities offered by this prospectus supplement and the accompanying prospectus in any jurisdiction in which it is unlawful to make such offer or solicitation. You should assume that the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of the date such information is presented. Our business, financial condition and results of operations may have changed since the date such information was presented.

For investors outside the United States: Neither we, the selling stockholder nor the underwriter have done anything that would permit this offering or possession or distribution of this prospectus supplement and the accompanying prospectus in any jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourselves about and to observe any restrictions relating to this offering and the distribution of this prospectus supplement and the accompanying prospectus outside of the United States.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document has two parts, a prospectus supplement and an accompanying prospectus dated December 12, 2016. This prospectus supplement and the accompanying prospectus are part of a registration statement on Form S-3 that we filed with the SEC utilizing a shelf registration process. Under this shelf registration process, the selling stockholder named in a prospectus supplement may, from time to time, offer and sell our common stock in one or more offerings or resales.

The accompanying prospectus provides you with a general description of our common stock, which the selling stockholder may offer pursuant to this prospectus supplement. This prospectus supplement, which describes certain matters relating to us and the specific terms of this offering of shares of our common stock, adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference herein. Any statement that we make in the accompanying prospectus will be deemed modified or superseded by any inconsistent statement made by us in this prospectus supplement.

The rules of the SEC allow us to incorporate by reference information into this prospectus supplement. This information incorporated by reference is considered to be a part of this prospectus supplement, and information that we file later with the SEC, to the extent incorporated by reference, will automatically update and supersede this information. See *Incorporation by Reference*. You should read both this prospectus supplement and the accompanying prospectus together with the additional information incorporated by reference herein or therein, including all documents described under the headings *Incorporation by Reference* and *Where You Can Find Additional Information* in this prospectus supplement before investing in our common stock.

Unless the context otherwise indicates or requires, as used in this prospectus supplement, the terms we, our, us, Univar and the Company refer to Univar Inc. and its directly and indirectly owned subsidiaries as a combined entity, except where it is clear that the terms mean only Univar Inc. exclusive of its subsidiaries.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein include and incorporate forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Some of the forward-looking statements can be identified by the use of forward-looking terms such as believes, expects, may, will, should, could, seeks, intends, plans, estimates, anticipates terms. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this prospectus supplement, the accompanying prospectus or in the documents incorporated by reference herein or therein and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth strategies and the industries in which we operate and including, without limitation, statements relating to our estimated or anticipated financial performance or results.

Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be beyond our control. We caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industries in which we operate may differ materially from those made in or suggested by the forward-looking statements contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. In addition, even if our results of operations, financial condition and liquidity, and the development of the industries in which we operate are consistent with the forward-looking statements contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, those results or developments may not be indicative of results or developments in subsequent periods. A number of important factors could cause actual results to differ materially from those contained in or implied by the forward-looking statements, including those reflected in forward-looking statements relating to our operations and business, the risks and uncertainties discussed in Risk Factors in this prospectus supplement and the accompanying prospectus and those described from time to time in our other filings with the SEC. Factors that could cause actual results to differ from those reflected in forward-looking statements relating to our operations and business include:

general economic conditions, particularly fluctuations in industrial production and the demands of our customers;

disruptions in the supply of chemicals we distribute or our customers or producers operations;

termination or change of contracts or relationships with customers or producers on short notice;

the price and availability of chemicals, or a decline in the demand for chemicals;

our ability to pass through cost increases to our customers;

our ability to meet customer demand for a product;

trends in oil and gas prices;

our ability to execute strategic investments, including pursuing acquisitions and/or dispositions, and successfully integrating and operating acquired companies;

challenges associated with international operations, including securing producers and personnel, import/export requirements compliance with foreign laws and international business laws and changes in economic or political conditions;

our ability to effectively implement our strategies or achieve our business goals;

exposure to interest rate and currency fluctuations;

competitive pressures in the chemical distribution industry;

consolidation of our competitors;

our ability to implement and efficiently operate the systems needed to manage our operations;

the risks associated with security threats, including cybersecurity threats;

increases in transportation costs and changes in our relationship with third party carriers;

the risks associated with hazardous materials and related activities;

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accidents, safety failures, environmental damage, product quality issues, major or systemic delivery failures involving our distribution network or the products we carry or adverse health effects or other harm related to the materials we blend, manage, handle, store, sell or transport;

evolving laws and regulations relating to hydraulic fracturing and risks associated with chemicals used in hydraulic fracturing;

losses due to potential product liability claims and recalls and asbestos claims;

compliance with extensive environmental, health and safety laws, including laws relating to our environmental services businesses and the investigation and remediation of contamination, that could require material expenditures or changes in our operations;

general regulatory and tax requirements;

operational risks for which we may not be adequately insured;

ongoing litigation and other legal and regulatory actions and risks, including asbestos claims;

potential impairment of goodwill;

inability to generate sufficient working capital;

loss of key personnel;

labor disruptions and other costs associated with the unionized portion of our workforce;

negative developments affecting our pension plans and multi-employer pensions;

the impact of labeling regulations;

our substantial indebtedness and the restrictions imposed by our debt instruments and indenture;

the factors discussed under **Risk Factors** in this prospectus and in the incorporated documents; and

other events beyond our control that may result in excepted adverse operating results.

In addition, important factors included or incorporated in this prospectus supplement and the accompanying prospectus, particularly under the heading Risk Factors, among others, could cause actual future results to be materially different from expectations. All forward-looking statements made or incorporated in this prospectus supplement and the accompanying prospectus are qualified by these cautionary statements. These forward-looking statements are made only as of the date made and we do not undertake any obligation, other than as may be required by law, to update or revise any forward-looking statements to reflect changes in assumptions, the occurrence of unanticipated events, changes in future operating results over time or otherwise. Comparisons of results for current and prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights important features of this offering and the information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information that you should consider before making any investment decision. You should read carefully the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, especially the risks of investing in our common stock discussed under Risk Factors.

Our Company

We are a leading global chemical and ingredients distributor and provider of specialty services. We purchase chemicals from thousands of chemical producers worldwide and warehouse, repackage, blend, dilute, transport and sell those chemicals to more than 100,000 customer locations across approximately 150 countries. Our specialized services include digital promotion or e-marketing of chemicals for our producers, chemical waste removal, and on-site storage of chemicals for our customers, support services for the agricultural and pest control industries and environmental maintenance and response services. We derive competitive advantage from our scale, broad product offering, technical expertise, specialized services, long-standing relationships with leading chemical producers and our industry-leading safety record.

The global chemical distribution industry is large and fragmented with thousands of distributors but represents a relatively small portion of the total chemical industry. While the total chemical industry is projected to grow at rates about equal to the growth of the gross national product of countries we operate in around the world, the distributed chemicals portion of the market is projected to grow faster as producers and customers increasingly realize the benefits of outsourcing. Chemical producers rely on us to warehouse, repackage, transport and sell their products as a way to expand their market access, enhance their geographic reach, lower their costs and grow their business. Customers who purchase products and services from us benefit from a lower total cost of ownership, as they are able to simplify their chemical sourcing process and outsource functions to us such as just-in-time availability of the right product, packaging, mixing, blending and technical expertise. They also rely on us for safe delivery and off-loading of chemicals in a manner that is fully compliant with increasing local and federal regulations.

Our principal executive offices are located at 3075 Highland Parkway, Suite 200, Downers Grove, IL 60515, and our telephone number at that address is (331) 777-6000.

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The Offering

Common stock offered by the selling stockholder	10,000,000 shares
Common stock outstanding after the offering	140,970,447 shares
NYSE symbol	UNVR
Use of proceeds	We will not receive any proceeds from the sale of our common stock by the selling stockholder.
Risk factors	See Risk Factors and other information included in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein for a discussion of factors you should carefully consider before deciding whether to invest in shares of our common stock.
Dividend policy	We currently expect to retain future earnings, if any, for use in the operation and expansion of our business and the repayment of debt and do not anticipate paying any cash dividends in the foreseeable future. See Dividend Policy.
Concentrated Ownership	Upon completion of this offering, our officers and directors will beneficially own, in the aggregate, approximately 1.3% of our outstanding shares of common stock and the Significant Stockholders (as defined herein) will own approximately 18.3% of our outstanding shares of common stock.
The number of shares of common stock that will be outstanding after this offering is based on 140,970,447 shares outstanding as of December 13, 2017, and, unless otherwise indicated:	

excludes 2,725,730 shares of common stock issuable upon exercise of options outstanding as of December 13, 2017 at a weighted average exercise price of \$22.71 per share, of which 1,676,806 shares were exercisable as of December 4, 2017;

excludes 812,191 granted and unvested shares of Restricted Stock Units (RSUs);

includes 52,335 shares of unvested restricted stock as of December 13, 2017; and

excludes 9,209,105 shares reserved for future new equity grants under the Univar Inc. 2017 Omnibus Incentive Plan and Univar Inc. Employee Stock Purchase Plan.

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RISK FACTORS

Investing in our common stock involves a high degree of risk. Before you make your investment decision, you should carefully consider the risks described below and the other information contained in this prospectus supplement, the accompanying prospectus and in the information incorporated by reference herein and therein, including our audited consolidated financial statements and the related notes included in the 2016 Form 10-K and our unaudited consolidated financial statements and the related notes included in the 2017 First Quarter Form 10-Q. If any of the following risks actually occur, our business, financial position, results of operations or cash flows could be materially adversely affected. In these circumstances, the market price of our common stock could decline, and you may lose all or part of your investment. The risks described below, in the accompanying prospectus and in the documents incorporated by reference herein and therein are not the only ones facing us. The occurrence of any of the following risks or future or additional risks and uncertainties not presently known to us or that we currently believe to be immaterial could materially and adversely affect our business, financial position, results of operations or cash flows.

Risks Relating to Our Business

Please refer to the risks and uncertainties discussed in Part I-Item 1A Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2016, as such risk factors may be updated by our annual, quarterly and current reports that we have filed or may file with the SEC after the date of this prospectus supplement and the accompanying prospectus and that are incorporated by reference herein and therein.

Risks Relating to Our Common Stock and This Offering

The market price of our common stock may be volatile and could decline in the future.

The market price of our common stock may fluctuate significantly. Among the factors that could affect our stock price are:

industry or general market conditions;

domestic and international economic factors unrelated to our performance;

changes in our customers' preferences;

new regulatory pronouncements and changes in regulatory guidelines;

legislative initiatives;

adverse publicity related to us or another industry participant;

actual or anticipated fluctuations in our annual or quarterly operating results;

changes in securities analysts' estimates of our financial performance or lack of research and reports by industry analysts;

action by institutional stockholders or other large stockholders (including the Significant Stockholders, as defined herein), including future sales;

speculation in the press or investment community;

investor perception of us and our industry;

changes in market valuations or earnings of similar companies;

announcements by us or our competitors of significant contracts, acquisitions or strategic partnerships;

any future sales of our common stock or other securities;

additions or departures of key personnel; and

occurrence of the events or activities described under "Risk Factors" in this prospectus supplement and the documents incorporated by reference herein.

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In particular, we cannot assure you that you will be able to resell the shares of our common stock you have purchased pursuant to this prospectus supplement at or above the price you paid for them. The stock markets have experienced extreme volatility in recent years that has been, in some instances, unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock. In the past, following periods of volatility in the market price of a company's securities, class action litigation has often been instituted against such company. Any litigation of this type brought against us could result in substantial costs and a diversion of our management's attention and resources, which would harm our business, operating results and financial condition.

Future sales of shares by existing stockholders could cause our stock price to decline.

Sales of substantial amounts of our common stock in the public market, or the perception that these sales could occur, could cause the market price of our common stock to decline. All of the 40,250,000 shares sold pursuant to our initial public offering in June 2015 (the "IPO"), the 4,500,000 shares we registered on July 29, 2016, the 20,943,741 shares we registered on August 15, 2016, the 12,500,000 shares we registered on December 12, 2016 and the 15,000,000 shares we registered on January 31, 2017 are, and the 10,000,000 shares of our common stock that we are registering hereby will be, immediately tradable without restriction under the Securities Act of 1933, as amended (the "Securities Act"), unless held by "affiliates", as that term is defined in Rule 144 under the Securities Act. The remaining shares of outstanding common stock are restricted securities within the meaning of Rule 144 under the Securities Act, but will be eligible for resale subject, in certain cases, to applicable volume, means of sale, holding period and other limitations of Rule 144 or pursuant to an exception from registration under Rule 701 under the Securities Act, subject to the terms of the lock-up agreements entered into by the selling stockholder, our directors and certain of our key executive officers. The underwriter may, at any time, release all or any portion of the shares subject to lock-up agreements entered into in connection with this offering.

We have also filed a registration statement under the Securities Act to register the shares of common stock to be issued under our equity compensation plans and, as a result, all shares of common stock acquired upon exercise of stock options granted under our plans are also freely tradable under the Securities Act, unless purchased by our affiliates. In addition, certain of our significant stockholders may distribute the shares that they hold to their investors who themselves may then sell into the public market. Such sales may not be subject to the volume, manner of sale, holding period and other limitations of Rule 144. As resale restrictions end, the market price of our common stock could decline if the holders of those shares sell them or are perceived by the market as intending to sell them. In the future, we may also issue additional shares of common stock or other equity or debt securities convertible into common stock in connection with a financing, acquisition, litigation settlement or employee arrangement or otherwise. Any of these issuances could result in substantial dilution to our existing stockholders and could cause the trading price of our common stock to decline. As of December 13, 2017, there were 9,209,105 shares reserved for future new equity grants under our Univar Inc. 2017 Omnibus Incentive Plan and Univar Inc. Employee Stock Purchase Plan ("Plan Reserved Shares"). Excluded from the Plan Reserved Shares are the following: 2,725,730 shares of common stock issuable upon exercise of options outstanding, of which 1,676,806 were exercisable as of December 13, 2017, and 812,191 granted and unvested RSUs and 52,835 shares of unvested restricted stock which are included in the total issued and outstanding shares of common stock.

Dahlia Investments Pte. Ltd. ("Dahlia"), an indirectly wholly owned subsidiary of Temasek Holdings (Private) Limited purchased \$350 million of newly issued shares of our common stock from us and 5,000,000 shares of our common stock from Univar N.V. concurrently with the IPO. The shares of our common stock sold in the concurrent private placement were not registered under the Securities Act. As a result, the shares of our common stock purchased by Dahlia are restricted securities within the meaning of Rule 144 under the Securities Act, but are eligible for resale subject to applicable restrictions under Rule 144 or pursuant to any other exemption from registration under the

Securities Act. In addition, Dahlia holds certain registration rights with respect to the shares they purchased in the concurrent private placement pursuant to the Fourth Amended and Restated Stockholders Agreement of Univar Inc., (the Amended and Restated Stockholders Agreement) pursuant to which the Significant Stockholders (as defined below) and certain other stockholders were granted certain registration rights. In December 2016 and January 2017, Dahlia exercised its registration rights under the Amended and Restated Stockholders Agreement and sold 4,475,627 and 4,000,000 shares of our common stock, respectively.

If securities or industry analysts do not publish research or publish misleading or unfavorable research about our business, our stock price and trading volume could decline.

The trading market for our common stock may depend in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of these analysts downgrades our stock or publishes misleading or unfavorable research about our business, our stock price would likely decline. If one or more of these analysts ceases coverage of our company or fails to publish reports on us regularly, demand for our stock may decrease, which could cause our stock price or trading volume to decline.

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The Significant Stockholders will exercise influence over the direction of our business and have the right to nominate members of our Board of Directors. If the ownership of our common stock continues to be concentrated, it could prevent you and other stockholders from influencing significant corporate decisions.

Investment funds associated with Clayton, Dubilier & Rice, LLC (CD&R) and Dahlia are collectively referred to as the Significant Stockholders. The Significant Stockholders will collectively beneficially own approximately 18.3% of the outstanding shares of our common stock after this offering. After this offering, the Significant Stockholders will continue to exercise influence over all matters requiring stockholder approval for the foreseeable future, including approval of significant corporate transactions, which may reduce the market price of our common stock.

Under the Amended and Restated Stockholders Agreement, CD&R and investment funds advised by CVC Capital Partners Advisory (U.S.), Inc. (CVC) are each entitled to nominate up to three sponsor directors and three independent directors under certain circumstances related to continued ownership of the shares they hold. In addition, under the Amended and Restated Stockholders Agreement, Dahlia has the right to nominate one director for so long as Dahlia owns at least 10% of the outstanding shares of the Company's common stock. Upon the consummation of CVC's sale of its shares of common stock in August 2016, CVC fell below the threshold whereby they were entitled to nominate sponsor or independent directors and all of the CVC-nominated directors resigned from the board. CD&R and Dahlia will continue to hold 11,561,039 shares and 14,175,551 shares after this offering, respectively. As a result of this offering and pursuant to the Amended and Restated Stockholders Agreement, CD&R will only be entitled to nominate two sponsor directors and one independent director to our board of directors. Because CD&R currently has two sponsor directors and no independent directors on our board of directors, no directors will need to offer to resign from our board of directors in connection with this offering.

However, the Significant Stockholders will continue to exercise influence over our corporate decisions, including over matters which our other stockholders have a right to vote. Our Third Amended and Restated Certificate of Incorporation and our Second Amended and Restated Bylaws also include a number of provisions that may discourage, delay or prevent a change in our management or control for so long as CVC and CD&R own specified percentages of our common stock. See Anti-takeover provisions in our charter documents and Delaware law could discourage, delay or prevent a change in control of our company and may affect the trading price of our common stock. These provisions not only could have a negative impact on the trading price of our common stock, but could also allow the Significant Stockholders to delay or prevent a corporate transaction that the public stockholders might approve.

Our Third Amended and Restated Certificate of Incorporation provides that we will waive any interest or expectancy in corporate opportunities presented to CD&R.

Our Third Amended and Restated Certificate of Incorporation provides that we, on our behalf and on behalf of our subsidiaries, renounce and waive any interest or expectancy in, or in being offered an opportunity to participate in, corporate opportunities that are from time to time presented to CD&R, or their respective officers, directors, agents, stockholders, members, partners, affiliates or subsidiaries, even if the opportunity is one that we or our subsidiaries might reasonably be deemed to have pursued or had the ability or desire to pursue if granted the opportunity to do so. None of CD&R or its respective agents, stockholders, members, partners, affiliates or subsidiaries will generally be liable to us or any of our subsidiaries for breach of any fiduciary or other duty, as a director or otherwise, by reason of the fact that such person pursues, acquires or participates in such corporate opportunity, directs such corporate opportunity to another person or fails to present such corporate opportunity, or information regarding such corporate opportunity, to us or our subsidiaries unless, in the case of any such person who is a director or officer, such corporate opportunity is expressly offered to such director or officer in writing solely in his or her capacity as a director or officer. Stockholders will be deemed to have notice of and consented to this provision of our Third Amended and

Restated Certificate of Incorporation. This will allow CD&R to compete with us. Strong competition for investment opportunities could result in fewer such opportunities for us. We likely will not always be able to compete successfully with our competitors and competitive pressures or other factors may also result in significant price competition, particularly during industry downturns, which could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

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Fulfilling our obligations incident to being a public company, including with respect to the requirements of and related rules under the Sarbanes-Oxley Act of 2002, is expensive and time-consuming, and any delays or difficulties in satisfying these obligations could have a material adverse effect on our future results of operations and our stock price.

We are subject to the reporting and corporate governance requirements, the listing standards of the NYSE and the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act), which apply to issuers of listed equity, which impose certain compliance costs and obligations upon us. Meeting these standards requires a significant commitment of additional resources and management oversight which increases our operating costs. These requirements also place additional demands on our finance and accounting staff and on our financial accounting and information systems. Other expenses associated with being a public company include increases in auditing, accounting and legal fees and expenses, investor relations expenses, increased directors fees and director and officer liability insurance costs, registrar and transfer agent fees and listing fees, as well as other expenses. As a public company, we are required, among other things, to:

prepare and file periodic reports, and distribute other stockholder communications, in compliance with the federal securities laws and the NYSE rules;

define and expand the roles and the duties of our Board of Directors and its committees; and

institute more comprehensive compliance, investor relations and internal audit functions.

In particular, we are required to document and test the effectiveness of our internal control over financial reporting in accordance with an established internal control framework, and to report on our conclusions as to the effectiveness of our internal controls. Likewise, our independent registered public accounting firm will be required to provide an attestation report on the effectiveness of our internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act. In addition, we are required under the Securities Exchange Act of 1934, as amended, (the Exchange Act), to maintain disclosure controls and procedures and internal control over financial reporting. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations. If we or our independent auditors are unable to conclude that we have effective internal control over financial reporting, investors could lose confidence in the reliability of our financial statements. This could result in a decrease in the value of our common stock. Failure to comply with the Sarbanes-Oxley Act could potentially subject us to sanctions or investigations by the SEC, the NYSE or other regulatory authorities, which would require additional financial and management resources.

Our ability to successfully implement our business plan and comply with Section 404 requires us to be able to prepare timely and accurate financial statements. Any delay in the implementation of, or disruption in the transition to, new or enhanced systems, procedures or controls, may cause our operations to suffer and we may be unable to conclude that our internal control over financial reporting is effective and to obtain an unqualified report on internal controls from our auditors. Moreover, we cannot be certain that these measures would ensure that we implement and maintain adequate controls over our financial processes and reporting in the future. Even if we were to conclude, and our auditors were to concur, that our internal control over financial reporting provided reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP, because of its inherent limitations, internal control over financial reporting may not prevent or detect fraud or misstatements. This, in turn, could have an adverse impact on trading prices for our shares of common stock, and

could adversely affect our ability to access the capital markets.

Anti-takeover provisions in our charter documents and Delaware law could discourage, delay or prevent a change in control of our company and may affect the trading price of our common stock.

Our Third Amended and Restated Certificate of Incorporation and Second Amended and Restated By-laws include a number of provisions that may discourage, delay or prevent a change in our management or control over us that stockholders may consider favorable. For example, our Third Amended and Restated Certificate of Incorporation and Second Amended and Restated By-laws:

authorize the issuance of blank check preferred stock that could be issued by our Board of Directors to thwart a takeover attempt;

establish a classified Board of Directors, as a result of which our board will be divided into three classes, with each class serving for staggered three-year terms, which prevents stockholders from electing an entirely new Board of Directors at an annual meeting;

limit the ability of stockholders to remove directors if CVC and CD&R collectively cease to own more than 25% of our voting common stock;

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provide that vacancies on the Board of Directors, including newly-created directorships, may be filled only by a majority vote of directors then in office;

prohibit stockholders from calling special meetings of stockholders if CVC and CD&R collectively cease to own more than 50% of our voting common stock;

prohibit stockholder action by written consent, thereby requiring all actions to be taken at a meeting of the stockholders if CVC and CD&R collectively cease to own more than 50% of our voting common stock;

establish advance notice requirements for nominations for election to our Board of Directors or for proposing matters that can be acted upon by stockholders at stockholder meetings; and

require the approval of holders of at least 75% of the outstanding shares of our voting common stock to amend the Second Amended and Restated By-laws and certain provisions of the Third Amended and Restated Certificate of Incorporation if CVC and CD&R collectively cease to own more than 50% of our common stock.

These provisions may prevent our stockholders from receiving the benefit from any premium to the market price of our common stock offered by a bidder in a takeover context. Even in the absence of a takeover attempt, the existence of these provisions may adversely affect the prevailing market price of our common stock if the provisions are viewed as discouraging takeover attempts in the future. See Description of Capital Stock Anti-Takeover Effects of our Third Amended and Restated Certificate of Incorporation and Second Amended and Restated By-laws in the accompanying prospectus. Our Third Amended and Restated Certificate of Incorporation and Second Amended and Restated By-laws may also make it difficult for stockholders to replace or remove our management. These provisions may facilitate management entrenchment that may delay, deter, render more difficult or prevent a change in our control, which may not be in the best interests of our stockholders.

Our Third Amended and Restated Certificate of Incorporation includes provisions limiting the personal liability of our directors for breaches of fiduciary duty under the General Corporation Law of the State of Delaware and we have entered into Indemnification Agreements which provide further protections to our directors.

Our Third Amended and Restated Certificate of Incorporation contains provisions permitted under the General Corporation Law of the State of Delaware (the "DGCL") relating to the liability of directors. These provisions eliminate a director's personal liability to the fullest extent permitted by the DGCL for monetary damages resulting from a breach of fiduciary duty, except in circumstances involving:

any breach of the director's duty of loyalty;

acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;

under Section 174 of the DGCL (unlawful dividends); or

any transaction from which the director derives an improper personal benefit.

The principal effect of the limitation on liability provision is that a stockholder will be unable to prosecute an action for monetary damages against a director unless the stockholder can demonstrate a basis for liability for which indemnification is not available under the DGCL. These provisions, however, should not limit or eliminate our rights or any stockholder's rights to seek non-monetary relief, such as an injunction or rescission, in the event of a breach of a director's fiduciary duty. These provisions will not alter a director's liability under federal securities laws. The inclusion of this provision in our Third Amended and Restated Certificate of Incorporation may discourage or deter stockholders or management from bringing a lawsuit against directors for a breach of their fiduciary duties, even though such an action, if successful, might otherwise have benefited us and our stockholders.

We have entered into indemnification agreements with each of our directors and certain of our executive officers. The indemnification agreements provide our directors and certain of our executive officers with contractual rights to the indemnification and expense advancement rights provided under our Second Amended and Restated By-laws, as well as contractual rights to additional indemnification as provided in the indemnification agreements.

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Our Third Amended and Restated Certificate of Incorporation designates the Court of Chancery of the State of Delaware as the exclusive forum for certain litigation that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us.

Our Third Amended and Restated Certificate of Incorporation provides that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed to us or our stockholders by any of our directors, officers, employees or agents, (iii) any action asserting a claim against us arising under the DGCL, or (iv) any action asserting a claim against us that is governed by the internal affairs doctrine. By becoming a stockholder in our company, you will be deemed to have notice of and have consented to the provisions of our Third Amended and Restated Certificate of Incorporation related to choice of forum. The choice of forum provision in our Third Amended and Restated Certificate of Incorporation may limit our stockholders' ability to obtain a favorable judicial forum for disputes with us.

We do not intend to pay dividends on our common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.

We do not intend to declare and pay dividends on our common stock for the foreseeable future. We currently intend to invest our future earnings, if any, to fund our growth or repay outstanding indebtedness. Therefore, you are not likely to receive any dividends on your common stock for the foreseeable future and the success of an investment in shares of our common stock will then depend entirely upon any future appreciation in their value. There is no guarantee that shares of our common stock will appreciate in value or even maintain the price at which our stockholders have purchased their shares. See Dividend Policy.

Although we are no longer a controlled company within the meaning of NYSE rules and the rules of the SEC, our Significant Stockholders continue to enjoy certain rights under their Stockholders Agreement that may not align with other holders of our common stock.

Although we are no longer be a controlled company, the Significant Stockholders continue to be able to significantly influence our decisions. The interests of the Significant Stockholders may not always coincide with the interests of the other holders of our common stock. The Significant Stockholders are in the business of making investments in companies, and may from time to time in the future acquire controlling interests in businesses that complement or directly or indirectly compete with certain portions of our business. If the Significant Stockholders pursue such acquisitions in our industry, those acquisition opportunities may not be available to us. See Risk Factors Risks Relating to Our Common Stock and This Offering The Significant Stockholders will exercise influence over the direction of our business and have the right to nominate members of our Board of Directors. If the ownership of our common stock continues to be concentrated, it could prevent you and other stockholders from influencing significant corporate decisions in this prospectus supplement, Description of Capital Stock in the accompanying prospectus and Governance of the Company in our Definitive Proxy Statement on Schedule 14A filed with the SEC on March 17, 2017, which is incorporated by reference in this prospectus supplement.

Risks Relating to Taxation

Comprehensive tax reform bills currently under consideration by the U.S. Congress could adversely affect our business and financial condition and cause our stock price to decline.

The U.S. Congress is considering comprehensive tax reform bills that include significant changes to the taxation of business entities. While each version of the tax reform bills differs in certain respects, these changes have included,

among others, (i) a permanent reduction to the corporate income tax rate, (ii) a partial limitation on the deductibility of business interest expense, (iii) a partial shift of the U.S. taxation of multinational corporations from a tax on worldwide income to a territorial system (along with certain rules designed to prevent erosion of the U.S. income tax base) and (iv) a one-time tax on accumulated offshore earnings held in cash and illiquid assets, with the latter taxed at a lower rate. Notwithstanding the reduction in the corporate income tax rate, the changes proposed in the tax reform bills could adversely affect our business and financial condition. It is uncertain whether the tax reform bills will be enacted into law or, if enacted, what provisions would be included.

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USE OF PROCEEDS

We will not receive any proceeds from the sale of shares of our common stock by the selling stockholder. The selling stockholder will bear any underwriting commissions and discounts attributable to its sale of our common stock and we will bear certain other expenses as required by the Amended and Restated Stockholders Agreement. See Selling Stockholder.

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Table of Contents**MARKET PRICE OF OUR COMMON STOCK**

Our common stock has been listed on the NYSE under the symbol UNVR since June 18, 2015. Prior to that time, there was no public market for our common stock. The following table sets forth for the periods indicated the high and low closing sales prices per share of our common stock as reported on the NYSE:

	High	Low
2015:		
Second quarter ⁽¹⁾	\$ 27.25	\$ 25.40
Third quarter	\$ 25.96	\$ 18.15
Fourth quarter	\$ 19.99	\$ 16.28
2016:		
First quarter	\$ 17.41	\$ 11.12
Second quarter	\$ 19.74	\$ 16.68
Third quarter	\$ 21.85	\$ 17.69
Fourth quarter	\$ 28.60	\$ 21.07
2017:		
First quarter	\$ 32.81	\$ 27.36
Second quarter	\$ 32.43	\$ 28.72
Third quarter	\$ 31.04	\$ 26.99
Fourth Quarter (through December 13, 2017)	\$ 30.98	\$ 28.63

(1) Represents the period from June 18, 2015 the date of our initial listing on the NYSE, through June 30, 2015, the end of our 2015 second quarter.

A recent reported closing price for our common stock is set forth on the cover page of this prospectus supplement. As of December 13, 2017, there were 16 stockholders of record of our common stock.

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DIVIDEND POLICY

We have never declared or paid any cash dividend on our common stock. We intend to retain any future earnings and do not expect to pay dividends in the foreseeable future. In addition, our credit facilities and notes contain restrictions on our ability to pay dividends on our common stock. For a description of our Senior ABL Facility, Senior Term Facility, European ABL Facility and our 6.75% Senior Notes due 2023 see our Annual Report on Form 10-K for the year ended December 31, 2016 and our Current Report on Form 8-K, filed with the SEC on January 20, 2017, which are incorporated by reference in this prospectus supplement.

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U.S. FEDERAL TAX CONSIDERATIONS FOR NON-U.S. HOLDERS

The following is a discussion of certain U.S. federal income and estate tax considerations relating to the purchase, ownership and disposition of our common stock by Non-U.S. Holders (as defined below) that purchase our common stock pursuant to this offering and hold such common stock as a capital asset within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the Code). This discussion is based on the Code, U.S. Treasury regulations promulgated or proposed thereunder, and administrative and judicial interpretations thereof, all as in effect on the date hereof and all of which are subject to change, possibly with retroactive effect, or to different interpretation. This discussion does not address all of the U.S. federal income tax considerations that may be relevant to specific Non-U.S. Holders in light of their particular circumstances or to Non-U.S. Holders subject to special treatment under U.S. federal income tax law (such as banks, insurance companies, dealers in securities or other Non-U.S. Holders that generally mark their securities to market for U.S. federal income tax purposes, foreign governments, international organizations, tax-exempt entities, certain former citizens or residents of the United States, or Non-U.S. Holders that hold our common stock as part of a straddle, hedge, conversion or other integrated transaction). This discussion does not address any U.S. state or local or non-U.S. tax considerations or any U.S. federal gift, Medicare contribution or alternative minimum tax considerations.

As used in this discussion, the term Non-U.S. Holder means a beneficial owner of our common stock that, for U.S. federal income tax purposes, is:

an individual who is neither a citizen nor a resident of the United States;

a corporation that is not created or organized in or under the laws of the United States, any state thereof, or the District of Columbia;

an estate that is not subject to U.S. federal income tax on income from non-U.S. sources which is not effectively connected with the conduct of a trade or business within the United States; or

a trust unless (i) it is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all of its substantial decisions or (ii) it has in effect a valid election under applicable U.S. Treasury regulations to be treated as a United States person.

If an entity treated as a partnership for U.S. federal income tax purposes invests in our common stock, the U.S. federal income tax considerations relating to such investment will depend in part upon the status and activities of such entity and the particular partner. Any such entity should consult its own tax advisor regarding the U.S. federal tax considerations applicable to it and its partners relating to the purchase, ownership and disposition of our common stock.

PERSONS CONSIDERING AN INVESTMENT IN OUR COMMON STOCK SHOULD CONSULT THEIR OWN TAX ADVISORS REGARDING THE U.S. FEDERAL, STATE AND LOCAL AND NON-U.S. INCOME, ESTATE AND OTHER TAX CONSIDERATIONS RELATING TO THE PURCHASE, OWNERSHIP AND DISPOSITION OF OUR COMMON STOCK IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES.

Distributions on Common Stock

If we make a distribution of cash or other property (other than certain pro rata distributions of our common stock or rights to acquire our common stock) in respect of a share of our common stock, the distribution generally will be treated as a dividend to the extent it is paid from our current o