

SACHDEV RAKESH
Form 4
February 01, 2019

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

OMB APPROVAL

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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 *
SACHDEV RAKESH

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WEST PALM BEACH, FL 33401

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/31/2019		M		56,391	A	① 370,641
Common Stock	01/31/2019		F		22,190	D	\$ ② 11.1 348,451
Common Stock	01/31/2019		M		112,782	A	③ 461,233
Common Stock	01/31/2019		F		44,538	D	\$ ④ 11.1 416,695
Common Stock	01/31/2019		M		97,552	A	⑤ 514,247

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Common Stock 01/31/2019 F 38,387₍₆₎ D \$ 11.1 475,860 D

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

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(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Restricted Stock Units	\$ 0	01/31/2019		M	56,391 <u>(1)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	56,391
Performance Stock Units	\$ 0	01/31/2019		M	112,782 <u>(3)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	112,782
Restricted Stock Units	\$ 0	01/31/2019		M	97,552 <u>(5)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	97,552

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Signatures

/s/ Rakesh Sachdev 02/01/2019

**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) In connection with the Reporting Person's retirement as the Issuer's Chief Executive Officer, the vesting of 56,391 restricted stock units ("RSUs") previously reported on 2/23/2017 was accelerated to 1/31/2019. 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 by the Issuer to satisfy the tax withholding obligations due upon the vesting of the RSUs described in footnote 1 above.
- (3) In connection with the Reporting Person's retirement as the Issuer's Chief Executive Officer, the vesting of 112,782 performance restricted stock units ("PRSUs") previously reported on 2/23/2017 was accelerated to 1/31/2019. Each PRSU represented a contingent right to receive one share of the Issuer's common stock.
- (4) This number represents shares of the Issuer's common stock withheld by the Issuer to satisfy the tax withholding obligations due upon the vesting of the PRSUs described in footnote 3 above.
- (5) In connection with the Reporting Person's retirement as the Issuer's Chief Executive Officer, the vesting of 97,552 RSUs previously reported on 2/21/2018 was accelerated to 1/31/2019. Each RSU represented a contingent right to receive one share of the Issuer's common stock.
- (6) This number represents shares of the Issuer's common stock withheld by the Issuer to satisfy the tax withholding obligations due upon the vesting of the RSUs described in footnote 5 above.
- (7) These grants were previously reported on 2/23/2017 and 2/21/2018. Each RSU and PRSU, as applicable, represented a contingent right to receive one share of the Issuer's common stock.

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.