

LANXESS Solutions US Inc.
Form 4
April 24, 2017

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 *
Swiech Alan M

2. Issuer Name and Ticker or Trading Symbol
LANXESS Solutions US Inc.
[CHMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
199 BENSON ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/21/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
See remarks

MIDDLEBURY, CT 06749

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/21/2017		D ⁽¹⁾	80,169 D \$ 33.5	19,010	D	
Common Stock	04/21/2017		D ⁽¹⁾	19,010 <u>(2)</u> D \$ 33.5	0	D	

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

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SEC 1474 (9-02)

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Represents unvested restricted stock units ("RSUs") that were automatically cancelled in connection with the Merger and converted to a deferred cash award in an amount equal to the product of the Merger Consideration and the number of shares represented by such RSUs

(2) (the "Deferred Cash Award"). The Deferred Cash Award continues to be subject to the same terms and conditions of the RSUs as in effect immediately prior to the Effective Time and will be paid solely in cash in accordance with the vesting and payment schedule applicable to the RSUs prior to the Effective Time.

Pursuant to the terms of the Merger Agreement, each option to purchase Common Stock that was outstanding prior to the Effective Time

(3) was cancelled and converted into the right to receive a cash payment equal to the product of (A) the number of shares of Common Stock underlying such option and (B) the excess, if any, of the Merger Consideration over the applicable exercise price of such option.

Represents performance share awards relating to Common Stock ("PSAs") that were automatically converted in connection with the Merger to an amount equal to the product of the Merger Consideration and the number of shares represented by such PSAs, which number is based on the target performance level (the "PS Consideration"); provided, however, that in the case of PSAs for which the

(4) applicable performance period had not ended as of the Effective Time, such PSAs were converted to a deferred cash award equal to the PS Consideration and continue to be subject to the same terms and conditions of the PSAs as in effect immediately prior to the Effective Time and will be paid solely in cash in accordance with the vesting and payment schedule applicable to the PSAs prior to the Effective Time.

Remarks:

EVP, Organometallics Specialties & Support Services

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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