LyondellBasell Industries N.V. Form SC 13G/A February 14, 2013

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

SCHEDULE 13G

(Amendment No. 2)*

Under the Securities Exchange Act of 1934

LYONDELLBASELL INDUSTRIES N.V.

(Name of Issuer)

Ordinary Shares, par value 0.04

(Title of Class of Securities)

N53745100

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only).		
	ACLF/Lyondell S.à	ı r.l.	
2	Check the Appropri (a) (b)	iate Box if a Member of a o x	Group (See Instructions)
3	SEC Use Only		
4	Citizenship or Place Luxembourg	e of Organization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 2,246,914 ordinary shares
Each Reporting	7		Sole Dispositive Power
Person With:	8		Shared Dispositive Power 2,246,914 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,246,914 ordinary shares		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Re 0.4%	presented by Amount in I	Row (9)
12	Type of Reporting I OO	Person (See Instructions)	

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only).		
	Apollo Credit Liquidity	Management, L.P.	
2	Check the Appropriate (a) (b)	Box if a Member of a o o x	Group (See Instructions)
3	SEC Use Only		
4	Citizenship or Place of Delaware	Organization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 2,246,914 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
reison with.	8		Shared Dispositive Power 2,246,914 ordinary shares
9	Aggregate Amount Ben 2,246,914 ordinary shar		ach Reporting Person
10	Check Box if the Aggre	egate Amount in Row ((9) Excludes Certain Shares (See Instructions) x
11	Percent of Class Repres 0.4%	sented by Amount in R	ow (9)
12	Type of Reporting Pers PN	son (See Instructions)	

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only).		
	Apollo Credit Liquidity Ma	nagement GP, LLC	
2	Check the Appropriate Box (a) (b)	if a Member of a Group (S o x	See Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 2,246,914 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
Person with:	8		Shared Dispositive Power 2,246,914 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,246,914 ordinary shares		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Represente 0.4%	ed by Amount in Row (9)	
12	Type of Reporting Person (S OO	See Instructions)	

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only).		
	ACLF Co-Invest/Lyond	lell S.à r.l.	
2	Check the Appropriate I (a) (b)	Box if a Member of a Gro o x	up (See Instructions)
3	SEC Use Only		
4	Citizenship or Place of CLUXEMBOURG	Organization	
	5		Sole Voting Power
Number of Shares Beneficially	6		Shared Voting Power 2,058,782 ordinary shares
Owned by Each Reporting	7		Sole Dispositive Power
Person With:	8		Shared Dispositive Power 2,058,782 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,058,782 ordinary shares		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Repres 0.4%	ented by Amount in Row	(9)
12	Type of Reporting Perso OO	on (See Instructions)	

Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only).		
ACLF Co-Investment Fund, L	.P.	
Check the Appropriate Box if (a) (b)	a Member of a Group (See I o x	instructions)
SEC Use Only		
Citizenship or Place of Organi Alberta	zation	
5		Sole Voting Power
6		Shared Voting Power 2,060,233 ordinary shares
7		Sole Dispositive Power
8		Shared Dispositive Power 2,060,233 ordinary shares
Aggregate Amount Beneficially Owned by Each Reporting Person 2,060,233 ordinary shares		
Check Box if the Aggregate A	mount in Row (9) Excludes	Certain Shares (See Instructions) x
Percent of Class Represented b 0.4%	by Amount in Row (9)	
Type of Reporting Person (See PN	e Instructions)	
	I.R.S. Identification Nos. of A ACLF Co-Investment Fund, L Check the Appropriate Box if (a) (b) SEC Use Only Citizenship or Place of Organi Alberta 5 6 7 8 Aggregate Amount Beneficial 2,060,233 ordinary shares Check Box if the Aggregate A Percent of Class Represented I 0.4%	I.R.S. Identification Nos. of Above Persons (Entities Only ACLF Co-Investment Fund, L.P. Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) x SEC Use Only Citizenship or Place of Organization Alberta 5 6 7 8 Aggregate Amount Beneficially Owned by Each Reporting 2,060,233 ordinary shares Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0.4% Type of Reporting Person (See Instructions)

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only).		
	Apollo Credit Liqu	idity Advisors, L.P.	
2	Check the Appropr (a) (b)	iate Box if a Member of o x	a Group (See Instructions)
3	SEC Use Only		
4	Citizenship or Plac Delaware	e of Organization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 2,060,233 ordinary shares
Each Reporting	7		Sole Dispositive Power
Person With:	8		Shared Dispositive Power 2,060,233 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,060,233 ordinary shares		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Re 0.4%	epresented by Amount in	Row (9)
12	Type of Reporting PN	Person (See Instructions)

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only).		
	Apollo Credit Liqui	idity Capital Manageme	nt, LLC
2	Check the Appropri (a) (b)	iate Box if a Member of o x	a Group (See Instructions)
3	SEC Use Only		
4	Citizenship or Place Delaware	e of Organization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 2,060,233 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
Person with:	8		Shared Dispositive Power 2,060,233 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,060,233 ordinary shares		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Re 0.4%	presented by Amount in	Row (9)
12	Type of Reporting I OO	Person (See Instructions)

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only).		
	Apollo Principal Holdings II, L.P.		
2	Check the Appropriate Box if a Member of a (a) 0 (b) x	Group (See Instructions)	
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
Number of Shares Beneficially	5	Sole Voting Power	
Owned by Each Reporting Person With:	6	Shared Voting Power 2,060,233 ordinary shares	