

LANXESS Solutions US Inc.

Form 4

April 24, 2017

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BENJAMIN JEFFREY D

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/21/2017		D ⁽¹⁾	41,158 D	\$ 33.5 0	D	
Common Stock	04/21/2017		D ⁽¹⁾⁽²⁾	5,000 D	\$ 33.5 0	I	By the Jeffrey Benjamin 2009 Family Trust ⁽²⁾
Common Stock	04/21/2017		D ⁽¹⁾⁽³⁾	50,000 D	\$ 33.5 0	I	By the Jeffrey Benjamin 2012

Family
Trust ⁽³⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENJAMIN JEFFREY D 199 BENSON ROAD MIDDLEBURY, CT 06749		X		

Signatures

/s/ Alan Schutzman by Power of Attorney 04/24/2017

**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).
- (1) On September 25, 2016, Chemtura Corporation (the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Lanxess Deutschland GmbH ("Lanxess") and LANXESS Solutions US Inc. (f/k/a LANXESS Additives Inc.) ("Merger Subsidiary"), pursuant to which Merger Subsidiary will merge (the "Merger") with and into the Company, whereupon the existence of Merger Subsidiary will cease and the Company will become the surviving corporation and a wholly-owned subsidiary of Lanxess. The Merger became effective on April 21, 2017 (the "Effective Time"). Pursuant to the Merger Agreement, each share of the Company's common stock, par value \$0.01, outstanding immediately prior to the Effective Time was converted

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into the right to receive \$33.50 in cash, without interest.

(2) These shares are held in a trust for the benefit of the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(3) These shares are held in a trust for the benefit of the reporting person's spouse and children. Neither the reporting person nor his spouse is the trustee. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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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