

Venator Materials PLC  
Form SC 13G  
February 14, 2018

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

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**Venator Materials PLC**

(Name of Issuer)

**Ordinary Shares, par value \$0.001 per share**

(Title of Class of Securities)

**G9329Z100**

(CUSIP Number)

**December 31, 2017**

(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- 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).

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CUSIP No. G9329Z100

|   |  |  |
|---|--|--|
| 1   | Name of Reporting Person:<br>Huntsman Corporation  |  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/> |  |
| 3   | SEC Use Only   |  |
| 4   | Citizenship or Place of Organization<br>Delaware   |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5  | Sole Voting Power<br>56,452,957 (1)      |
|   | 6  | Shared Voting Power<br>0                 |
|   | 7  | Sole Dispositive Power<br>56,452,957 (1) |
|   | 8  | Shared Dispositive Power<br>0            |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>56,452,957 (1)                             |  |
| 10  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>                     |  |
| 11  | Percent of Class Represented by Amount in Row (9)<br>53.1% (2)   |  |
| 12  | Type of Reporting Person<br>CO   |  |

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(1) Represents the 56,452,957 ordinary shares (the Venator Shares ), par value \$0.001 per share ( Ordinary Shares ), of Venator Materials PLC (the Issuer ), held of record by Huntsman (Holdings) Netherlands B.V. ( HHN ). HHN is a subsidiary owned by (i) Huntsman International LLC ( Huntsman International ), which is a direct wholly-owned subsidiary of Huntsman Corporation ( Huntsman ), and (ii) Huntsman International Financial LLC, which is a direct wholly-owned subsidiary of Huntsman International. Therefore, Huntsman may be deemed to hold voting and dispositive power over the Venator Shares and may also be deemed to be the beneficial owner of such securities.

(2) Based on 106,283,070 Ordinary Shares issued and outstanding as of November 29, 2017, as set forth in the Issuer s prospectus dated November 29, 2017, filed with the Securities and Exchange Commission (the SEC ) on December 1, 2017 (the Prospectus ).

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CUSIP No. G9329Z100

|   |  |  |
|---|--|--|
| 1   | Name of Reporting Person:<br>Huntsman (Holdings) Netherlands B.V.  |  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/> |  |
| 3   | SEC Use Only   |  |
| 4   | Citizenship or Place of Organization<br>Netherlands  |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5  | Sole Voting Power<br>56,452,957 (1)      |
|   | 6  | Shared Voting Power<br>0                 |
|   | 7  | Sole Dispositive Power<br>56,452,957 (1) |
|   | 8  | Shared Dispositive Power<br>0            |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>56,452,957 (1)                             |  |
| 10  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>                     |  |
| 11  | Percent of Class Represented by Amount in Row (9)<br>53.1% (2)   |  |
| 12  | Type of Reporting Person<br>OO (private limited company)   |  |

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(1) Represents the Venator Shares, held of record by HHN.

(2) Based on 106,283,070 Ordinary Shares issued and outstanding as of November 29, 2017, as set forth in the Prospectus.

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- Item 1(a).** Name of Issuer:  
Venator Materials PLC
- Item 1(b).** Address of Issuer's Principal Executive Offices:  
Titanium House, Hanzard Drive, Wynyard Park,  
  
Stockton-On-Tees, TS22 5FD, United Kingdom
- Item 2(a).** Names of Persons Filing:  
(i) Huntsman Corporation
- Item 2(b).** (ii) Huntsman (Holdings) Netherlands B.V.  
Address or Principal Business Office or, if none, Residence:  
10003 Woodloch Forest Drive  
  
The Woodlands, Texas 77380
- Item 2(c).** Citizenship:  
(i) Huntsman Corporation is organized under the laws of the State of Delaware.
- Item 2(d).** (ii) Huntsman (Holdings) Netherlands B.V. is organized under the laws of the Netherlands.  
Title of Class of Securities:  
Ordinary Shares, par value \$0.001 per share, of the Issuer.
- Item 2(e).** CUSIP Number:  
G9329Z100
- Item 3.** **If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**  
Not applicable.



**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                              |
|--------------------|---|
| 1.1                | Joint Filing Agreement dated February 14, 2018. |

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2018

**HUNTSMAN CORPORATION**

By: /s/ Brandon Gray  
Name: Brandon Gray  
Title: Vice President and Treasurer

**HUNTSMAN (HOLDINGS) NETHERLANDS B.V.**

By: /s/ Brandon Gray  
Name: Brandon Gray  
Title: Authorized Signatory