

Gliklich Benjamin
Form 4
March 19, 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 *
Gliklich Benjamin

(Last) (First) (Middle)

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

(Street)

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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, par value \$0.01 per share	03/15/2019		M		50,159 <u>(1)</u>	A	<u>(1)</u> 71,920
Common Stock, par value \$0.01 per share	03/15/2019		M		15,723 <u>(2)</u>	A	<u>(2)</u> 87,643
Common Stock, par value \$0.01	03/15/2019		M		50,000	A	<u>(3)</u> 137,643

per share

Common

Stock, par value \$0.01 03/18/2019 per share

F 46,132 D \$ 91,511 D
(4) 10.47

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Stock Units	\$ 0	03/15/2019		M	50,159	(1)	(1)	Common Stock	50,159
Restricted Stock Units	\$ 0	03/15/2019		M	15,723	(2)	(2)	Common Stock	15,723
Performance Stock Units	\$ 0	03/15/2019		M	50,000	(3)	(3)	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Chief Executive Officer

Signatures

/s/ Benjamin Gliklich 03/19/2019

**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).

(1) This transaction represents the settlement of performance restricted stock units ("PRSUs") previously reported on 3/25/16 which vested on 3/15/19 upon achievement by the Issuer of certain performance levels based on the Issuer's (i) return on invested capital, as measured from 1/1/16 to 12/31/18, and (ii) annual compound total shareholder return, as measured from 3/16/16 to 3/15/19. Each PRSU represented a contingent right to receive on average between one and 2.5 shares of the Issuer's common stock.

(2) This transaction represents the settlement of 15,723 restricted stock units ("RSUs") previously reported on 3/25/16 which vested on 3/15/19. Each RSU represented a contingent right to receive one share of the Issuer's common stock.

(3) This transaction represents the settlement of 50,000 PRSUs previously reported on 1/9/15 which vested on 3/15/19 upon achievement by the Issuer of a certain adjusted EBITDA target achieved for fiscal year 2018. The performance period applicable to this 6/12/14 grant was previously incorrectly reported due to a clerical error and is corrected herein. Each PRSU represented a contingent right to receive one share of the Issuer's common stock.

(4) This number represents the aggregate number of shares of the Issuer's common stock delivered solely to satisfy the tax withholding obligations due upon the vesting of the PRSUs and RSUs described above.

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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