

Connolly John P.
Form 4
February 21, 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 *
Connolly John P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
C/O ELEMENT SOLUTIONS
INC, 1450 CENTREPARK BLVD,
SUITE 210
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2019

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

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

WEST PALM BEACH, FL 33401

(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) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | | (A) or (D) | Price | | | | |
| Common Stock, par value \$0.01 per share | 02/19/2019 | | M | 5,149 | A | 11 | 20,286 | D | |
| Common Stock, par value \$0.01 per share | 02/20/2019 | | F | 1,707 | D | \$ | 11.34 | 18,579 | D |

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

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- (1) This transaction represents the settlement of 5,149 restricted stock units ("RSUs") previously reported on 2/21/2018 which vested on 2/19/2019. Each RSU represented a contingent right to receive one share of the Issuer's common stock.
- (2) This number represents shares of the Issuer's common stock withheld to satisfy the tax withholding obligations due upon the vesting of the RSUs described in footnote 1 above.
- (3) As previously reported on 2/21/2018, this RSU grant vests in 1/3 annual increments since 2/19/2018, subject to continuous service. Each RSU represents a contingent right to receive one share of the Issuer's common stock.

Each performance restricted stock unit represents a contingent right to receive one share of common stock of the Issuer, subject to the
- (4) achievement of certain adjusted EBITDA compound annual growth and adjusted earnings per share goals for the performance period ending 12/31/2021. The number of shares reported in Column 7 will range from zero to 28,661 shares.
- (5) 1/3 of each of these options will vest annually on February 20th over the next three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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