

Univar Inc.
Form 4
August 19, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
UNIVAR NV

2. Issuer Name and Ticker or Trading Symbol
Univar Inc. [UNVR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
SCHOUWBURGPLEIN 30-34, 3012
CL

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2016

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
ROTTERDAM, P7 00000

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

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$0.01 per share | 08/18/2016 | | S | 20,527,358 D | \$ 19 3,785,855 | D (1) (2) (3) (4) | |

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

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SEC 1474 (9-02)

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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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| UNIVAR NV SCHOUWBURGPLEIN 30-34 3012 CL ROTTERDAM, P7 00000 | | X | | |
| ULYSSES LUXEMBOURG S.A. R.L. SCHOUWBURGPLEIN 30-34 3012 CL ROTTERDAM, P7 00000 | | X | | |
| ULYSSES FINANCE S. A. R.L. SCHOUWBURGPLEIN 30-34 3012 CL ROTTERDAM, P7 00000 | | X | | |
| Ulysses Participation S.a r.l. SCHOUWBURGPLEIN 30-34 3012 CL ROTTERDAM, P7 00000 | | X | | |
| CVC European Equity IV (AB) LTD SCHOUWBURGPLEIN 30-34 3012 CL ROTTERDAM, P7 00000 | | X | | |
| CVC European Equity IV (CDE) Ltd SCHOUWBURGPLEIN 30-34 3012 CL ROTTERDAM, P7 00000 | | X | | |

CVC European Equity Tandem GP Ltd
 SCHOUWBURGPLEIN 30-34
 3012 CL
 ROTTERDAM, P7 00000

X

Signatures

| | |
|---|------------|
| Univar N.V., by its director /s/ Henk Schop | 08/19/2016 |
| __Signature of Reporting Person | Date |
| Ulysses Luxembourg S.a.r.l., by its director /s/ Emanuela Brero | 08/19/2016 |
| __Signature of Reporting Person | Date |
| Ulysses Finance S.a.r.l., by its director /s/ Emanuela Brero | 08/19/2016 |
| __Signature of Reporting Person | Date |
| Ulysses Participation S.a.r.l., by its director /s/ Emanuela Brero | 08/19/2016 |
| __Signature of Reporting Person | Date |
| CVC European Equity IV (AB) Limited, by its director /s/ Carl John Hansen | 08/19/2016 |
| __Signature of Reporting Person | Date |
| CVC European Equity IV (CDE) Limited, by its director /s/ Carl John Hansen | 08/19/2016 |
| __Signature of Reporting Person | Date |
| CVC European Equity Tandem GP Limited, by its director /s/ Carl John Hansen | 08/19/2016 |
| __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).

Ulysses Luxembourg S.a.r.l. and Ulysses Finance S.a.r.l. collectively own indirectly all of the equity interests of Univar N.V. and therefore may be deemed to beneficially own shares held by Univar N.V. In connection with the transaction reported hereby, Ulysses Participation S.a.r.l. will cease to own a majority of the equity interests of each of Ulysses Luxembourg S.a.r.l. and Ulysses Finance S.a.r.l. and therefore will cease to beneficially own shares held by each of them. All of the equity interests of Ulysses Participation S.a.r.l. are owned by certain limited partnerships (the "Limited Partnerships"), which Limited Partnerships also will cease to beneficially own shares held by Ulysses Participation S.a.r.l.. Due to the limitations of the electronic filing system the Limited Partnerships are filing a separate Form 3. (continued in Fn. 2)

(1) (continued from Fn. 1) The Limited Partnerships each have a general partner, which general partners are one of CVC European Equity IV (AB) Limited, CVC European Equity IV (CDE) Limited and CVC European Equity Tandem GP Limited (the "General Partners"). The General Partners will cease to beneficially own shares held by Univar N.V. by virtue of their relationship to the Limited Partnerships.

(2) Information with respect to each of the reporting persons is given solely by such reporting person, and no reporting person has responsibility for the accuracy or completeness of information supplied by another reporting person.

(3) Each of the reporting persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other reporting persons, except to the extent of such reporting person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934 (the "Act"), each of the reporting persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose. The filing of this Form 3 shall not be deemed an admission that the reporting persons are subject to Section 16 of the Act.

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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