Connolly John P. Form 4 February 21, 2019

### FORM 4

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

**OMB** 3235-0287 Number:

January 31, Expires: 2005

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

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

1(b).

(Last)

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person \* Connolly John P.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

Element Solutions Inc [ESI]

(Check all applicable)

C/O ELEMENT SOLUTIONS

(First)

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

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

INC, 1450 CENTREPARK BLVD, **SUITE 210** 

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

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	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	02/19/2019		M	5,149	A	(1)	20,286	D	
Common Stock, par value \$0.01 per share	02/20/2019		F	1,707 (2)	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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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Restricted Stock Units	\$ 0 (3)	02/19/2019		M		5,149 (3)	(3)	(3)	Common Stock	5,1
Performance Stock Units	\$ 0 (4)	02/20/2019		A	19,107		<u>(4)</u>	<u>(4)</u>	Common Stock	19,
Incentive Stock Option (Right to Buy)	\$ 11.34	02/20/2019		A	8,818		<u>(5)</u>	<u>(5)</u>	Common Stock	8,8
Non-Qualified Stock Option (Right to Buy)	\$ 11.34	02/20/2019		A	12,056		<u>(5)</u>	<u>(5)</u>	Common Stock	12,

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Connolly John P. C/O ELEMENT SOLUTIONS INC 1450 CENTREPARK BLVD, SUITE 210 WEST PALM BEACH, FL 33401

Chief Financial Officer

## **Signatures**

/s/ John P.
Connolly

\*\*Signature of Reporting Person

O2/21/2019

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).

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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 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.