

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Everett Michael L.</u>  (Last) (First) (Middle) C/O NEXEO SOLUTIONS, INC. 3 WATERWAY SQUARE PLACE, SUITE 1000  (Street) THE WOODLANDS TX 77380  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nexeo Solutions, Inc. [ NXEO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 11/02/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	11/02/2018		F		649 <sup>(1)</sup>	D	\$0	9,851	D	
Common Stock								1,791,182 <sup>(2)</sup>	I	See Footnote <sup>(3)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- In connection with the vesting of shares of restricted stock, the Reporting Person forfeited shares to satisfy its tax withholding obligations. The number of shares withheld was determined based on the closing price per share on November 2, 2018.
- Includes 268,433 shares of common stock subject to forfeiture on June 9, 2026 unless certain targets tied to the trading price of the Issuer's common stock are satisfied or the Issuer completes a liquidation, merger, stock exchange or similar transaction.
- On June 9, 2016, Nexeo Holdco, LLC, a Delaware limited liability company (the "Management Company"), received 1,791,182 shares of common stock and 311,166 deferred payment rights as consideration in connection with the business combination of WL Ross Holding Corp. and Nexeo Solutions Holdings, LLC. The Reporting Person holds a direct membership interest in the Management Company. The Reporting Person disclaims beneficial ownership of all securities reported except to the extent of such Reporting Person's pecuniary interest therein.

**Remarks:**

Vice President and Treasurer

/s/ Michael L. Everett, by  
Michael B. Famell, Jr., as 12/06/2018  
Attorney-in-Fact

\*\* Signature of Reporting Person Date

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

\* 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).

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

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