

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>Machado Alberto J.</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) <u>SVP, Strategic Growth</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2019</u>	
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	02/28/2019		D <sup>(1)</sup>		10,687 <sup>(2)</sup>	D	\$0.00	1,815,893	D	
Common Stock	02/28/2019		D <sup>(1)</sup>		24,711 <sup>(3)</sup>	D	\$0.00	1,791,182	D	
Common Stock	02/28/2019		D <sup>(1)</sup>		1,791,182 <sup>(4)</sup>	D	\$0.00	0	D	

**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						Title
Stock Option (Right to Buy)	\$7.42	02/28/2019		D <sup>(1)</sup>			20,216	(5)	(5)	Common Stock	20,216	\$2.71 <sup>(6)</sup>	0	D	

**Explanation of Responses:**

- Pursuant to the terms of the Agreement and Plan of Merger, dated September 17, 2018 (the "Merger Agreement"), by and among Nexeo Solutions, Inc. (the "Issuer"), Univar Inc. ("Univar"), Pilates Merger Sub I Corp and Pilates Merger Sub II LLC, each share of Issuer common stock ("Common Stock") issued and outstanding immediately prior to the Initial Effective Time (as defined in the Merger Agreement) and not otherwise excluded pursuant to the terms of the Merger Agreement, was converted into (A) 0.305 shares of common stock of Univar, par value \$0.01 per share (the "Exchange Ratio") and (B) the right to receive \$3.02 in cash, without interest (the "Merger Consideration").
- 4,495 of these securities represent shares of Common Stock underlying Issuer restricted shares awards ("RSA") subject to time-based vesting. Pursuant to the Merger Agreement, on February 28, 2019, unvested RSAs outstanding immediately prior to the Initial Effective Time were terminated and canceled immediately prior to the Initial Effective Time and converted into the right to receive the Merger Consideration.
- These securities represent shares of Common Stock underlying Issuer performance share units awards ("PSU") subject to performance-based vesting. Pursuant to the Merger Agreement, on February 28, 2019, PSUs outstanding immediately prior to the Initial Effective Time, whether vested or unvested, were terminated and canceled immediately prior to the Initial Effective Time and converted into the right to receive the Merger Consideration with respect to the number of shares of Common Stock subject to such PSU based on actual performance as of the Initial Effective Time as determined by the Compensation Committee of the Issuer's board of directors.
- On June 9, 2016, Nexeo Holdeo, LLC, a Delaware limited liability company (the "Management Company"), received 1,791,182 shares of Common Stock (the "Founder Shares") 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. Pursuant to the Merger Agreement, at the Initial Effective Time, each Founder Share ceased to exist and was converted into the right to receive the Merger Consideration.
- Represents shares of Common Stock underlying a non-qualified stock option ("Option") award with an exercise price less than the Per Share Cash Equivalent Consideration (as defined in the Merger Agreement). Pursuant to the Merger Agreement, on February 28, 2019, each vested or unvested Option with an exercise price less than the Per Share Cash Equivalent Consideration outstanding immediately prior to the Initial Effective Time was canceled and the underlying shares converted into the right to receive the Per Share Cash Equivalent Consideration (net of the Option exercise price, as described in the Merger Agreement).

6. The price reflected in this column is the cash payment amount per Option (representing the difference between the Per Share Cash Equivalent Consideration and the Option exercise price). The Reporting Person received a total of \$16,622.40 in cash and 1,677 shares of Univar common stock in connection with the exercise such Options.

/s/ Michael B. Famell, Jr.

Attorney-in-Fact for Alberto J. Machado 03/04/2019

Machado

\*\* 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.

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