

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Farnell Michael B. Jr.</u> (Last) (First) (Middle) C/O NEXEO SOLUTIONS, INC. 3 WATERWAY SQUARE PLACE, SUITE 1000 (Street) THE WOODLANDS TX 77380 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/09/2016	3. Issuer Name and Ticker or Trading Symbol <u>Nexeo Solutions, Inc. [NEXO]</u>	
		4. 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	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,791,182 ⁽²⁾	I	See Footnote ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Deferred Payment Right	(3)	06/30/2021	Common Stock 311,166	0.00	I	See Footnote ⁽¹⁾

Explanation of Responses:

- 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 "Business Combination"). 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.
- 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.
- In accordance with the terms of the merger agreement pursuant to which the Business Combination was consummated, a portion of the consideration received by the Management Company was rights to receive future deferred payments in cash from the Issuer. Such deferred cash payments will be in an amount equal to the Issuer's prevailing stock price at the time the Issuer pays such deferred cash payment multiplied by the number of deferred payment rights (the "Deferred Cash Consideration"); provided, that if the Issuer so elects, it may fund the Deferred Cash Consideration earlier through equity sales, in which case the Deferred Cash Consideration would equal the proceeds received in the applicable equity offering from the sale of a number of shares of common stock equal to the number of Deferred Payment Rights.

Remarks:

Executive Vice President, Chief Legal Officer and Secretary

/s/ Michael B. Farnell, Jr. 06/16/2016

** 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 5 (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.