

| 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>TPG Group Holdings (SBS) Advisors, Inc.</u> _____ (Last) (First) (Middle) C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 _____ (Street) FORT WORTH TX 76102 _____ (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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former 10% Owner |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2019 | |
| 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 | | J ⁽¹⁾⁽²⁾ | | 31,139,517 | D | (1)(2) | 0 | I | See Explanation of Responses ⁽¹⁾⁽²⁾⁽³⁾⁽⁵⁾⁽⁶⁾ |

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 |
| Right to future deferred payment | (4) | 02/28/2019 | | J ⁽¹⁾⁽²⁾ | | 5,178,642 | | (4) | (4) | Common Stock | 5,178,642 | (1)(2) | 0 | I | See Explanation of Responses ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾ |

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>TPG Group Holdings (SBS) Advisors, Inc.</u> _____ (Last) (First) (Middle) C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 _____ (Street) FORT WORTH TX 76102 _____ (City) (State) (Zip) | | |
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| 1. Name and Address of Reporting Person* | | |
| TPG Advisors VI, Inc. | | |
| (Last) | (First) | (Middle) |
| C/O TPG GLOBAL, LLC | | |
| 301 COMMERCE STREET, SUITE 3300 | | |
| (Street) | | |
| FORT WORTH | TX | 76102 |
| (City) (State) (Zip) | | |
| 1. Name and Address of Reporting Person* | | |
| BONDERMAN DAVID | | |
| (Last) | (First) | (Middle) |
| C/O TPG GLOBAL, LLC | | |
| 301 COMMERCE STREET, SUITE 3300 | | |
| (Street) | | |
| FORT WORTH | TX | 76102 |
| (City) (State) (Zip) | | |
| 1. Name and Address of Reporting Person* | | |
| COULTER JAMES G | | |
| (Last) | (First) | (Middle) |
| C/O TPG GLOBAL, LLC | | |
| 301 COMMERCE STREET, SUITE 3300 | | |
| (Street) | | |
| FORT WORTH, | TX | 76102 |
| (City) (State) (Zip) | | |

Explanation of Responses:

- The securities reported herein were disposed of pursuant to the Agreement and Plan of Merger, dated as of September 17, 2018 (the "Univar Merger Agreement"), by and among Nexeo Solutions, Inc. (the "Issuer"), Univar, Inc. (the "Parent"), Pilates Merger Sub I Corp. ("Merger Sub I") and Pilates Merger Sub II LLC ("Merger Sub II"), whereby (i) Merger Sub I merged with and into the Issuer, with the Issuer continuing as the surviving corporation and a wholly owned subsidiary of the Parent, and (ii) the surviving corporation merged with and into Merger Sub II, with Merger Sub II continuing as the surviving company (collectively, the "Merger").
- At the effective time of the Merger on February 28, 2019, (i) each share of Common Stock of the Issuer ("Common Stock") was converted into the right to receive \$3.02 in cash and 0.305 of a share of common stock of the Parent and (ii) the right of the TPG Funds (as defined below) to receive Deferred Cash Payments (as defined below) was accelerated, resulting in Deferred Cash Payments of \$52,459,643.46
- David Bonderman and James G. Coulter are sole shareholders of each of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors") and TPG Advisors VI, Inc. ("TPG Advisors VI"). Group Advisors is the sole member of TPG Group Holdings (SBS) Advisors, which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings II-A, LLC, which is the general partner of TPG Holdings II, L.P., which is the sole member of TPG VI AIV SLP SD Advisors, LLC, which is the general partner of TPG VI AIV SLP SD, L.P., which is the managing member of Nexeo Holdco, LLC ("Nexeo Holdco"). TPG Advisors VI is the general partner of each of (i) TPG VI Neon I, L.P. ("TPG Neon I"), (ii) TPG VI Neon II, L.P. ("TPG Neon II") and (iii) TPG VI FOF Neon, L.P. ("TPG FOF Neon" and, together with Nexeo Holdco, TPG Neon I and TPG Neon II, the "TPG Funds"). The TPG Funds held the securities reported herein.
- Pursuant to the Agreement and Plan of Merger, dated as of March 21, 2016 (as amended by Amendment No. 1 to the Merger Agreement, dated as of June 6, 2016, the "Nexeo Merger Agreement"), as adjusted by the Purchase Price Adjustment Confirmation Letter dated November 17, 2016, in lieu of receiving 5,178,642 additional shares of Common Stock (the "Excess Shares") in the related merger, the TPG Funds received the right to future cash payments upon the occurrence of certain events (based on the then-prevailing trading price of the Common Stock) (the "Deferred Cash Payments"). The TPG Funds had been entitled to payment in respect of all Excess Shares by June 30, 2021.
- Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may have been deemed to have beneficially owned the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each Reporting Person and each of the TPG Funds disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's or such other TPG Fund's pecuniary interest therein, if any.
- Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(7) The Reporting Persons are jointly filing this Form 3 under Exchange Act Rule 16a-3(j). (8) Bradford Berenson is signing on behalf of both Messrs. Bonderman and Coulter pursuant to the authorization and designation letters dated March 13, 2018, which were previously filed with the Securities and Exchange Commission.

/s/ Michael LaGatta, Vice
President, TPG Group
Holdings (SBS) Advisors, Inc. 03/01/2019
(7)
/s/ Michael LaGatta, Vice
President, TPG Advisors VI, 03/01/2019
Inc. (7)

/s/ Bradford Berenson on
behalf of David Bonderman 03/01/2019
(7)(8)

/s/ Bradford Berenson on
behalf of James G. Coulter (7) 03/01/2019
(8)

** 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.