

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person <b>Huntsman CORP</b>		2. Issuer Name and Ticker or Trading Symbol <b>Venator Materials PLC [VNTR]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below)      ____ Other (specify below)	
(Last) (First) (Middle) <b>10003 WOODLOCH FOREST DRIVE</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>12/04/2017</b>			
(Street) <b>THE WOODLANDS, TX 77380</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

### 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			
Ordinary Shares	12/04/2017		S	(I)	21,764,800	D	\$ 21.6563	58,401,912	I (I)	See Footnote (I)

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

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 control number. 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. 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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huntsman CORP 10003 WOODLOCH FOREST DRIVE THE WOODLANDS, TX 77380		X		
Huntsman (Holdings) Netherlands B.V. 10003 WOODLOCH FOREST DRIVE THE WOODLANDS, TX 77380		X		

## Signatures

/s/ Huntsman Corporation, by Sean Pettey, as Attorney-in-Fact	12/05/2017
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Signature of Reporting Person

Date

/s/ Huntsman (Holdings) Netherlands B.V., by Sean Pettey, as Attorney-in-Fact

12/05/2017

Signature of Reporting Person

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).

- This Form 4 is being filed jointly by (a) Huntsman (Holdings) Netherlands B.V. ("Huntsman Holdings"), a subsidiary owned by (i) Huntsman International LLC ("Huntsman International"), which is a direct wholly-owned subsidiary of Huntsman Corporation ("Huntsman"), and (ii) Huntsman International Financial LLC, which is a direct wholly-owned subsidiary of Huntsman International, and (b) Huntsman. On December 4, 2017, Huntsman Holdings sold 21,764,800 of Venator Materials PLC's ("Venator") ordinary shares, par value \$0.001 per share ("Ordinary Shares"), to the public in Venator's secondary public offering.
- (1) This amount represents the \$22.50 public offering price per Ordinary Share less the underwriting discount of \$0.84375 per Ordinary Share and has been rounded to the nearest ten-thousandths.
- (2)

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.