

LyondellBasell Industries N.V.

Form 4

February 14, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
AI New Holdings 2 LLC

(Last) (First) (Middle)

C/O ACCESS INDUSTRIES
MANAGEMENT, LLC, 730 FIFTH
AVENUE, 20TH FL

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
LyondellBasell Industries N.V.
[LYB]

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

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	02/10/2017		S		303,738	D	\$ 92.4496 <u>(1)</u>	11,710,931	D <u>(2)</u> <u>(3)</u>
Ordinary shares	02/10/2017		S		1,021	D	\$ 92.4496 <u>(1)</u>	248,190	D <u>(4)</u>
Ordinary shares	02/10/2017		S		637	D	\$ 92.4496 (1)	154,749	D <u>(5)</u>

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Ordinary shares	02/10/2017	S	304	D	\$ 92.4496 (1)	74,030	D (6)	
Ordinary shares	02/13/2017	S	856,670	D	\$ 92.2435 (7)	10,854,261	D (2) (3)	
Ordinary shares	02/13/2017	S	2,881	D	\$ 92.2435 (7)	245,309	D (4)	
Ordinary shares	02/13/2017	S	1,795	D	\$ 92.2435 (7)	152,954	D (5)	
Ordinary shares	02/13/2017	S	859	D	\$ 92.2435 (7)	73,171	D (6)	
Ordinary shares						41,144,973	I (8) (9)	By entity
Ordinary shares						16,000,000	I (9) (10)	By entity
Ordinary shares						4,972,699	I (9) (11)	By LLC

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

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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

Signatures

02/14/2017

Date _____

02/14/2017

Date _____

02/14/2017

Date _____

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/s/ Alejandro Moreno for Altep 2011 L.P.	02/14/2017
__Signature of Reporting Person	Date
/s/ Alejandro Moreno for Altep 2014 L.P.	02/14/2017
__Signature of Reporting Person	Date
/s/ Alejandro Moreno for AI Altep Holdings, Inc.	02/14/2017
__Signature of Reporting Person	Date
/s/ Alejandro Moreno, as Attorney-in-Fact for Mr. Blavatnik	02/14/2017
__Signature of Reporting Person	Date
/s/ Alejandro Moreno for Access Industries Management, LLC	02/14/2017
__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).
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.2500 to \$92.7500, inclusive. The reporting person undertakes to provide to LyondellBasell Industries N.V., any security holder of LyondellBasell Industries N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

The securities reported are held directly by AI New Holdings 2 LLC ("AI New") and may be deemed to be indirectly beneficially owned by RSB 2 Limited ("RSB 2"), Access Industries Management, LLC ("AIM LLC") and Len Blavatnik because RSB 2 is the sole member of AI New and as a result may be deemed to share voting and investment control over the shares held directly by AI New. AIM LLC is the manager of AI New and, as a result, may be deemed to have voting and investment control over the shares owned directly by AI New. Mr. Blavatnik controls AIM LLC and, as a result, may be deemed to share voting and investment power over the shares held by AI New.
 - (2) Each of the reporting persons (other than AI New) disclaims beneficial ownership of the securities held directly by AI New except to the extent of any pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.

The securities reported are held directly by Altep 2010 L.P. ("Altep 2010") and may be deemed to be indirectly beneficially owned by AI Altep Holdings, Inc. and Mr. Blavatnik because AI Altep Holdings, Inc. is the general partner of Altep 2010 and Mr. Blavatnik controls AI Altep Holdings, Inc. Each of the reporting persons (other than Altep 2010) disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.

The securities reported are held directly by Altep 2011 L.P. ("Altep 2011") and may be deemed to be indirectly beneficially owned by AI Altep Holdings, Inc. and Mr. Blavatnik because AI Altep Holdings, Inc. is the general partner of Altep 2011 and Mr. Blavatnik controls AI Altep Holdings, Inc. Each of the reporting persons (other than Altep 2011) disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.

The securities reported are held directly by Altep 2014 L.P. ("Altep 2014") and may be deemed to be indirectly beneficially owned by AI Altep Holdings, Inc. and Mr. Blavatnik because AI Altep Holdings, Inc. is the general partner of Altep 2014 and Mr. Blavatnik controls AI Altep Holdings, Inc. Each of the reporting persons (other than Altep 2014) disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.0000 to \$92.4800, inclusive. The reporting person undertakes to provide to LyondellBasell Industries N.V., any security holder of LyondellBasell Industries N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
 - (4) The securities reported are held directly by AI International Chemicals S.a r.l. ("AIIC") and may be deemed to be indirectly beneficially owned by AI Investments Holdings LLC ("AIIH"), Access Industries, LLC, Access Industries Holdings LLC, Access Industries Management, LLC and Len Blavatnik because AIIH holds a majority of the outstanding voting interests in AIIC, Access Industries Holdings LLC holds a majority of the outstanding voting interests in AIIH, Access Industries, LLC holds a majority of the outstanding

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voting interests in Access Industries Holdings LLC, Access Industries Management, LLC controls Access Industries, LLC, Access Industries Holdings LLC and AIIH, and Mr. Blavatnik controls Access Industries Management, LLC and a majority of the outstanding voting interests in Access Industries, LLC.

- (9) Each of the reporting persons disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.

- (10) The securities reported are held directly by AI European Holdings S.a r.l. ("AIEH") and may be deemed to be indirectly beneficially owned by Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, and Len Blavatnik because Access Industries Holdings LLC, Access Industries, LLC and Access Industries Management, LLC control or own a majority of the voting equity of entities that directly or indirectly control AIEH, Access Industries, LLC holds a majority of the outstanding voting interests in Access Industries Holdings LLC, Access Industries Management, LLC controls Access Industries, LLC and Access Industries Holdings LLC and Mr. Blavatnik controls Access Industries Management, LLC and a majority of the voting interests in Access Industries, LLC.

- (11) The securities reported are held directly by AIPH Holdings LLC ("AIPH") and may be deemed to be indirectly beneficially owned by Access Industries, LLC, Access Industries Holdings LLC, Access Industries Management, LLC and Len Blavatnik because Access Industries Holdings LLC holds a majority of the outstanding voting interests in AIPH Holdings LLC, Access Industries, LLC holds a majority of the outstanding voting interests in Access Industries Holdings LLC, Access Industries Management, LLC controls Access Industries, LLC, Access Industries Holdings LLC and AIPH and Mr. Blavatnik controls Access Industries Management, LLC and a majority of the outstanding voting interests in Access Industries, LLC.

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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