

LyondellBasell Industries N.V.
Form SC 13D/A
March 17, 2016

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 7)*

LyondellBasell Industries N.V.

(Name of Issuer)

Ordinary shares, par value 0.04 per share

(Title of Class of Securities)

N53745100

(CUSIP Number)

Alejandro Moreno

c/o Access Industries, Inc.

730 Fifth Avenue, 20th Floor

New York, New York 10019

(212) 247-6400

with copies to:

Matthew E. Kaplan

Debevoise & Plimpton LLP

919 Third Avenue

New York, New York 10022

(212) 909-6000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 8, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rules 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

AI International Chemicals S.à r.l.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 41,144,972 shares

8 SHARED VOTING POWER

OWNED BY

EACH

36,498,394 shares

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

41,144,972 shares

10 SHARED DISPOSITIVE POWER

36,498,394 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,643,366 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

18.04%⁽¹⁾

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 430,449,954 ordinary shares issued and outstanding as of March 3, 2016, as reported in the Issuer's preliminary Proxy Statement, filed on Schedule 14A, on March 9, 2016.

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

Len Blavatnik

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF **7** **SOLE VOTING POWER**

SHARES

BENEFICIALLY 0 shares

8 **SHARED VOTING POWER**

OWNED BY

EACH

77,643,366 shares

REPORTING **9** **SOLE DISPOSITIVE POWER**

PERSON

WITH

0 shares

10 **SHARED DISPOSITIVE POWER**

77,643,366 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,643,366 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

18.04%⁽¹⁾

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

AI Investments Holdings LLC
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 0 shares
8 SHARED VOTING POWER

OWNED BY

EACH 77,643,366 shares
REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH 0 shares
10 SHARED DISPOSITIVE POWER

77,643,366 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

AI SMS L.P.
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

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OO
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..
6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 shares

8 SHARED VOTING POWER

OWNED BY

EACH

77,643,366 shares

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0 shares

10 SHARED DISPOSITIVE POWER

77,643,366 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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..

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18.04%⁽¹⁾

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

AI International GP Limited
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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..
6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands
NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 0 shares
8 SHARED VOTING POWER

OWNED BY

EACH 77,643,366 shares
REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH 0 shares
10 SHARED DISPOSITIVE POWER

77,643,366 shares

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18.04%⁽¹⁾

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PN

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CUSIP No. N53745100

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4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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British Virgin Islands

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 0 shares

8 SHARED VOTING POWER

OWNED BY

EACH

0 shares

REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH

0 shares

10 SHARED DISPOSITIVE POWER

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

0.00%⁽¹⁾

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

Access Industries, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 0 shares

8 SHARED VOTING POWER

OWNED BY

EACH

77,643,366 shares

REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH

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Access Industries Holdings LLC
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

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3 SEC USE ONLY

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BENEFICIALLY 0 shares
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REPORTING **9** SOLE DISPOSITIVE POWER

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

Access Industries Management, LLC
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) .. (b) ..

3 SEC USE ONLY

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NUMBER OF 7 SOLE VOTING POWER

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