

AXIALL CORP/DE/  
Form 4  
September 02, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fishbein Daniel S.

(Last) (First) (Middle)  
1000 ABERNATHY RD.  
NE, SUITE 1200  
(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AXIALL CORP/DE/ [AXLL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/31/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| AXLL Common Stock               | 08/31/2016                           |  | D                              |   | 110,702<br>(1) (2) (3)  | D  | (1)<br>(2)<br>(3)                 |
|                                 |                                      |  |                                |   | 0   |  |                                   |

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)**

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| 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...                   |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |             |
|--|---------------|-----------|---------|-------------|
|  | Director      | 10% Owner | Officer | Other       |
| Fishbein Daniel S.<br>1000 ABERNATHY RD. NE<br>SUITE 1200<br>ATLANTA, GA 30328 |               |           |         | See Remarks |

## Signatures

/s/ Daniel S.  
Fishbein

08/31/2016

\*\*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) Disposed of pursuant to the Agreement and Plan of Merger dated as of June 10, 2016 (the "Merger Agreement") among the Issuer, Westlake Chemical Corporation ("Westlake") and Lagoon Merger Sub, Inc., a wholly owned subsidiary of Westlake ("Merger Sub"), pursuant to which Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as a wholly-owned subsidiary of Westlake.

(2) Pursuant to the Merger Agreement, at the effective time of the Merger, each share of Issuer common stock was canceled and converted into the right to receive \$33.00 in cash (the "Merger Consideration"). The disposition was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

(3) Includes (i) 108,284 shares underlying restricted share unit awards with respect to Issuer common stock which, pursuant to the Merger Agreement, at the effective time of the Merger, was assumed by Westlake and converted into restricted share unit awards with respect to Westlake common stock (which are intended to be settled in cash to the extent permitted by the terms of the applicable award agreement for the restricted share unit awards with respect to Issuer common stock), with the total number of shares of Westlake common stock underlying each such restricted share unit award determined by multiplying the number of shares underlying restricted share unit awards with respect to Issuer common stock immediately prior to the effective time of the Merger by an exchange ratio set forth in the Merger Agreement and rounded to the nearest whole share.

### Remarks:

Vice President and General Counsel

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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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