SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

1. Name and Address of Reporting Person [*] Silverman Keith C				_		^{mbol} . <u>DINGS INC</u> [tionship of Reportin all applicable) Director Officer (give title below)	ssuer Owner r (specify v)		
(Last) 1005 ROUT	(First) TE 202/206	(Middle)	3. Date 06/05/	e of Earliest Transac /2017	tion (Month/D	ay/Year)		,	resident		
(Street)			4. If Am	nendment, Date of (Driginal Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
BRIDGEWATER NJ 08807		08807					X	Form filed by One Reporting Person			
(City)	(State)	(Zip)						Form filed by Mo Person	re than One Rej	porting	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1 Title of Sec	urity (Instr 3)	2	Transaction	2A Deemed	3	4 Securities Acquired (A	or	5 Amount of	6 Ownershin	7 Nature of	

1.	Fitle of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.					Securities Beneficially	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Co	ommon Stock	06/05/2017		A		105	A	\$0 ⁽¹⁾	1,902 ⁽²⁾	D	
Co	ommon Stock								736 ⁽³⁾	Ι	401(k)

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. Transa Code (8)		tion of		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	Amount or Number of Shares				
Restricted Stock Units	(4)	06/05/2017		Α		919 ⁽⁵⁾		(6)	(6)	Common Stock	919	\$0 ⁽⁵⁾	1,461 ⁽⁷⁾	D	
Stock Appreciation Right	\$47.63 ⁽⁸⁾	06/05/2017		A		1,325		11/13/2014	12/13/2023	Common Stock	1,325	\$0 ⁽⁸⁾	2,825	D	
Stock Appreciation Right	\$57.96 ⁽⁹⁾	06/05/2017		A		1,722		11/16/2017	12/16/2026	Common Stock	1,722	\$0 ⁽⁹⁾	3,672	D	
Stock Appreciation Right	\$59.41 ⁽¹⁰⁾	06/05/2017		А		1,590		11/18/2016	12/18/2025	Common Stock	1,590	\$0 ⁽¹⁰⁾	3,390	D	
Stock Appreciation Right	\$59.95 ⁽¹¹⁾	06/05/2017		A		1,280		11/12/2015	12/12/2024	Common Stock	1,280	\$0 ⁽¹¹⁾	2,730	D	

Explanation of Responses:

1. Represents the sum of 105 shares of restricted stock granted pursuant to the adjustment described in this footnote (1). Ashland Global Holdings Inc. ("Ashland") distributed to its stockholders on May 12, 2017 (the "Distribution Date") 170,000,000 shares of Valvoline Inc. common stock as a pro rata dividend (the "Distribution"). Pursuant to the terms of the applicable equity compensation plan, the Reporting Person was entitled to receive the number of shares of restricted stock equal to the quotient of (x) the closing price of Ashland common stock on the Distribution Date and (y) the simple arithmetic average of the volume-weighted average price of Ashland common stock for each of the ten consecutive trading days immediately following the Distribution Date (such quotient, the "Equity Award Adjustment Ratio") for each such share of restricted stock.

2. Includes 224 shares of unvested restricted stock.

3. Based on Employee Savings Plan information as of June 5, 2017, the latest date for which such information is reasonably available.

4. Each Restricted Stock Unit represents a right to receive one (1) share of Ashland Common Stock.

5. Represents the sum of 479 restricted stock units granted pursuant to the adjustment described in clause (a) of this footnote (5) and 440 restricted stock units granted pursuant to the plan described in clause (b) of this footnote (5). (a) Pursuant to the terms of the applicable equity compensation plan, the Reporting Person was entitled to receive the number of restricted stock units equal to the Equity Award Adjustment Ratio for each such restricted stock unit. (b) Pursuant to the terms of the FY 2016-2018 Long Term Incentive Plan (the "LTIP Plan"), upon the Distribution, one-third of the Reporting Person's performance units under the LTIP Plan became convertible into 440 time-based, stock-settled restricted stock unit was further adjusted into the number of time-based, stock settled restricted stock unit was further adjusted into the number of time-based, stock settled restricted stock unit was further adjusted into the number of time-based, stock settled restricted stock unit was further adjusted into the number of time-based, stock settled restricted stock unit was further adjusted into the number of time-based, stock settled restricted stock unit was further adjusted into the number of time-based, stock settled restricted stock unit was further adjusted into the number of time-based, stock settled restricted stock unit was further adjusted.

6. The restricted stock units described in clause (a) of footnote (5) vest upon the same terms and conditions as were applicable to the Reporting Person's awards of restricted stock units immediately prior to the Distribution. The restricted stock units described in clause (b) of footnote (5) vest upon the third anniversary of the grant date (i.e. November 18, 2018) so long as the Reporting Person remains employed through such vesting date.

7. Balance includes 3 additional restricted stock units acquired in lieu of cash dividends, 2 of which were paid on December 15, 2016, and 1 of which was paid on March 15, 2017.

8. Pursuant to the terms of the applicable equity compensation plan, the Reporting Person was entitled to receive the number of stock appreciation rights equal to the Equity Award Adjustment Ratio for each such stock appreciation right, and the original strike price of \$89.69 was converted to \$47.63.

9. Pursuant to the terms of the applicable equity compensation plan, the Reporting Person was entitled to receive the number of stock appreciation rights equal to the Equity Award Adjustment Ratio for each such stock appreciation right, and the original strike price of \$109.15 was converted to \$57.96.

10. Pursuant to the terms of the applicable equity compensation plan, the Reporting Person was entitled to receive the number of stock appreciation rights equal to the Equity Award Adjustment Ratio for each such stock appreciation right, and the original strike price of \$111.89 was converted to \$59.41.

11. Pursuant to the terms of the applicable equity compensation plan, the Reporting Person was entitled to receive the number of stock appreciation rights equal to the Equity Award Adjustment Ratio for each

/s/ Jennifer I. Henkel, Attorney-06/07/2017

<u>in-Fact</u>

** 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.