SEC Form 5

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Form 4 Transactio	ons Reported.	Filed	pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940					
1. Name and Address of Reporting Person* WILLIS J KEVIN (Last) (First) (Middle) 50 E. RIVERCENTER BLVD.			2. Issuer Name and Ticker or Trading Symbol <u>ASHLAND GLOBAL HOLDINGS INC</u> [ASH] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 09/30/2016	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) Chief Financial Officer				
(Street) COVINGTON (City)	KY (State)	41011 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Report Form filed by More than 0 Person	ting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction 2A. Deemed 3. 4. Securities Acquired (A) or Dispos Date Execution Date, Transaction Of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Month/Day/Year) 8)		or Disposed	5. Amount of Securities Beneficially Owned at end of	6. Ownership Form: Direct	7. Nature of Indirect Beneficial			
		(Month/Day/Year)	8)	Amount	(A) or (D)	Price	Sweed at end of Issuer's Fiscal Year (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock							11,307(1)	D	
Common Stock							15,646 ⁽²⁾	Ι	401(k)
Common Stock							887	I	LESOP ⁽³⁾

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)	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(4)						(5)	(5)	Common Stock	3,092		3,092 ⁽⁶⁾	D	
Common Stock Units	(7)						(8)	(8)	Common Stock	14,976		14,976 ⁽⁹⁾	D	

Explanation of Responses:

1. Balance includes 67 additional shares of Restricted Common Stock acquired in lieu of cash dividends (32 on June 15, 2016 and 35 on September 15, 2016). Balance now includes 11,076 shares of unvested Restricted Stock.

2. Based on Employee Savings Plan information as of October 31, 2016, the latest date for which such information is reasonably available.

3. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of October 31, 2016.

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

5. Grant of Restricted Stock Units, pursuant to the Amended and Restated 2015 Ashland Inc. Incentive Plan as approved by the shareholders and exempt pursuant to Rule 16b-3. The shares in this grant will vest in three equal annual installments beginning one year from the date of grant, provided that the Reporting Person remains in continuous employment with the Issuer.

6. Balance includes 42 additional Restricted Stock Units acquired in lieu of cash dividends (11 on December 15, 2015, 11 on March 15, 2016, 10 on June 15, 2016 and 10 on September 15, 2016).

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8. Subject to any deferral election on timing of distribution by the reporting person under the Plan, the Common Stock Units are payable in Common Stock upon the reporting person's in-service distribution election, retirement or other termination.

9. Balance includes 156 additional Common Stock Units acquired in lieu of cash dividends pursuant to Ashland's Deferred Compensation Plan (the "Plan") and exempt under Rule 16b-3 (57 on March 15, 2016, 50 on June 15, 2016 and 49 on September 15, 2016). One (1) Common Stock Unit in the Plan is the equivalent of one (1) share of Ashland Common Stock.

Remarks:

As of September 20, 2016, Ashland Global Holdings Inc. became the successor issuer to Ashland Inc. pursuant to a holding company reorganization in which all of Ashland Inc.'s outstanding shares were automatically converted into equivalent corresponding shares of Ashland Global Holdings Inc.

<u>/s/ Jennifer I. Henkel,</u> <u>Attorney-in-Fact</u>

11/10/2016

Date

** Signature of Reporting Person

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

 \ast 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.

POWER OF ATTORNEY

The undersigned hereby appoints each of Peter J. Ganz, Michael S. Roe and Jennifer I. Henkel, signing singly, his or her true and lawful attorney-in-fact to:

(1) apply for and obtain on behalf of the undersigned the necessary access codes to file Forms 3, 4, 5 and 144, pursuant to Section 16(a) of the Securities Exchange Act of 1934 and Rule 144 of the Securities Act of 1933, respectively, electronically via the EDGAR system pursuant to Regulation S-T and the rules thereunder, and

(2) act in a filing agent capacity to perform any and all acts for and on behalf of the undersigned which may be necessary to complete the filing of any such Form 3, 4, 5 and 144 with the U.S. Securities and Exchange Commission and any other authority in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and Rule 144 of the Securities Act of 1933.

The undersigned hereby grants to each attorney-in-fact the full power and authority, for me and on my behalf, to perform all acts necessary and proper to be done in the exercise of the rights and powers hereby granted.

The undersigned acknowledges that the foregoing individuals are acting under this Power of Attorney at the request of the undersigned and are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or Rule 144 of the Securities Act of 1933.

Each attorney-in-fact shall be authorized to act under this Power of Attorney only so long as such attorney-in-fact is an employee of Ashland Global Holdings Inc. or until such time as this Power of Attorney has been revoked, annulled or set aside.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 21st day of September, 2016.

/s/ J. Kevin Willis