# 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)

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 Transactions 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* <u>DEMPSEY WILLIAM G</u>		2. Issuer Name and Ticker or Trading Symbol <u>ASHLAND GLOBAL HOLDINGS INC</u> [ ASH ]						lationship of Repor ck all applicable) Director	10	% Owner		
(Last) 640 WATERS	(First) SIDE DRIVE	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 09/30/2016					Officer (give titl below)		her (specify low)		
(Street) MARCO ISLAND (City)	FL (State)	34145 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Ind Line) X	,			
		Table I - Non-Deriv	ative Securiti	es Acquir	ed, Disposed	of, or	Benefic	ially	v Owned			
1. Title of Securit	y (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 Dispo Of (D) (Instr. 3, 4 and 5)		or Dispose		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(D)

4)

				T	_		1							
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 Deriv	r osed ) r. 3, 4	Expiration Date (Month/Day/Year)		e Amount of		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	(1)						(2)	(2)	Common Stock	451		451 <sup>(3)</sup>	D	

#### Explanation of Responses:

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

2. Subject to any deferral election on timing of distribution by the reporting person under the Plan, the reporting person may elect to receive the Restricted Stock Units in Common Stock or cash upon separation from service as a director.

3. Balance includes 1 additional Restricted Stock Unit acquired in lieu of cash dividends on September 15, 2016 pursuant to Ashland's Deferred Compensation Plan for Non-Employee Directors (the "Plan") and exempt under Rule 16b-3. One (1) Restricted Stock Unit 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>
Attorney-in-Fact
** Signature of Reporting Person

10/28/2016

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.

## 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 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 20th day of July, 2016.

/s/ William G. Dempsey William G. Dempsey