

LyondellBasell Industries N.V.
Form SC 13D/A
August 05, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

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:

Edgar Filing: LyondellBasell Industries N.V. - Form SC 13D/A

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)

July 31, 2013

(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.

2 AI International Chemicals S.à r.l.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

7 SOLE VOTING POWER

NUMBER OF

SHARES 72,372,438 shares
BENEFICIALLY **8** SHARED VOTING POWER

OWNED BY

EACH 16,570,928 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

72,372,438 shares
WITH **10** SHARED DISPOSITIVE POWER

11 16,570,928 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 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);

15.68%⁽¹⁾
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 567,133,531 ordinary shares issued and outstanding as of July 29, 2013, as reported in the Issuer's prospectus filed on Form 424B7 on August 1, 2013.

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 AF
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
7 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
BENEFICIALLY **8** SHARED VOTING POWER

OWNED BY

EACH 88,943,366 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares
WITH **10** SHARED DISPOSITIVE POWER

11 88,943,366 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 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);

15.68%⁽¹⁾
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) All percentages are based on an aggregate of 567,133,531 ordinary shares issued and outstanding as of July 29, 2013, as reported in the Issuer's prospectus filed on Form 424B7 on August 1, 2013.

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH

88,943,366 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH 10 SHARED DISPOSITIVE POWER

11 88,943,366 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 88,943,366 shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

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

14 15.68%⁽¹⁾
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

88,943,366 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

11 88,943,366 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands
7 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 88,943,366 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares
WITH 10 SHARED DISPOSITIVE POWER

88,943,366 shares
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares
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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

88,943,366 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

11 88,943,366 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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CUSIP No. N53745100

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2 Access Industries Holdings LLC
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3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 AF
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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

88,943,366 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

11 88,943,366 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares
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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

88,943,366 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

11 88,943,366 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 88,943,366 shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

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TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

2 Altep 2010 L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 297,080 shares
BENEFICIALLY **8** SHARED VOTING POWER

OWNED BY

EACH 88,646,286 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

297,080 shares
WITH **10** SHARED DISPOSITIVE POWER

11 88,646,286 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 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);

15.68%⁽¹⁾
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

2 Altep 2011 L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 185,235 shares
BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 88,758,131 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH 185,235 shares
10 SHARED DISPOSITIVE POWER

11 88,758,131 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 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);

15.68%⁽¹⁾
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF

SHARES 570,928 shares
BENEFICIALLY **8** SHARED VOTING POWER

OWNED BY

EACH 88,372,438 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

570,928 shares
WITH **10** SHARED DISPOSITIVE POWER

11 88,372,438 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 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);

15.68%⁽¹⁾
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

88,943,366 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

11 88,943,366 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 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);

15.68%⁽¹⁾
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY **8** SHARED VOTING POWER

OWNED BY

EACH

88,943,366 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH **10** SHARED DISPOSITIVE POWER

11 88,943,366 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 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);

15.68%⁽¹⁾
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

88,943,366 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

11 88,943,366 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 88,943,366 shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

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

14 15.68%⁽¹⁾
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

2 AI European Holdings S.à r.l.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF

SHARES 16,000,000 shares
BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 72,943,366 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

16,000,000 shares
WITH 10 SHARED DISPOSITIVE POWER

72,943,366 shares
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 88,943,366 shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

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

14 15.68%⁽¹⁾
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH

88,943,366 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH 10 SHARED DISPOSITIVE POWER

11 88,943,366 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 88,943,366 shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

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

14 15.68%⁽¹⁾
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

88,943,366 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

11 88,943,366 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares
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CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

2 Altep 2014 L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

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3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 88,613 shares
BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 88,854,753 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH 88,613 shares
10 SHARED DISPOSITIVE POWER

11 88,854,753 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

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15.68%⁽¹⁾
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PN

(1) All percentages are based on an aggregate of 567,133,531 ordinary shares issued and outstanding as of July 29, 2013, as reported in the Issuer's prospectus filed on Form 424B7 on August 1, 2013.

Amendment No. 4 to Schedule 13D

This amendment to Schedule 13D is being filed by AI International Chemicals S.à r.l. (AIIC), Len Blavatnik, AI Investments Holdings LLC (AIIH), AI SMS L.P., AI SMS GP Limited, Access Industries, LLC, Access Industries Holdings LLC, Access Industries Management, LLC, Altep 2010 L.P. (Altep 2010), Altep 2011 L.P. (Altep 2011), Access Industries, Inc., Access Industries Investment Holdings LLC, AI European Holdings L.P., AI European Holdings GP Limited, AI European Holdings S.à r.l. (AIEH), AI Petroleum Holdings LLC (AIPH), AIPH Holdings LLC and Altep 2014 L.P. (Altep 2014) (collectively, the Reporting Persons , and each, a Reporting Person) to report an acquisition of ordinary shares, par value 0.04 per share (the ordinary shares) of the issuer.

The Schedule 13D (the Schedule) filed with the Securities and Exchange Commission on January 10, 2011, as amended and supplemented by Amendment No. 1, filed February 23, 2011, Amendment No. 2, filed on February 16, 2012 and Amendment No. 3, filed on December 17, 2012, is hereby amended and supplemented by the Reporting Persons as set forth below in this Amendment No. 4. This amendment is filed by the Reporting Persons in accordance with Rule 13d-2 of the Securities Exchange Act of 1934, as amended, and refers only to information that has materially changed since the filing of the Schedule 13D. The items identified below, or the particular paragraphs of such items which are identified below, are amended as set forth below. Unless otherwise indicated, all capitalized terms used and not defined herein have the respective meanings assigned to them in the Schedule.

Item 2 Identity and Background

The disclosure in Item 2 is hereby supplemented by adding the following information regarding the identity and background of ALTEP 2014 L.P. and Access Industries Holdings LLC (the New Reporting Persons):

Name	Address of		Jurisdiction of
	Business/Principal Office	Principal Business/Occupation	Organization/Citizenship
Access Industries Holdings LLC	c/o Access Industries, Inc. 730 Fifth Avenue New York, NY 10019	Holding strategic investments in a variety of industries worldwide	Delaware
Altep 2014 L.P.	c/o Access Industries, Inc. 730 Fifth Avenue New York, NY 10019	Holding strategic investments in a variety of industries worldwide	Delaware

None of the New Reporting Persons has, during the last five years: (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The agreement among the Reporting Persons relating to the joint filing of this Schedule 13D is filed as Exhibit 99.1.5 hereto.

Item 3 Source and Amount of Funds or Other Considerations

The disclosure in Item 3 is hereby supplemented by adding the following to the end thereof:

On July 31, 2013, pursuant to a stock purchase agreement (Purchase Agreement) between AIIC and certain stockholders of the issuer, AIIC agreed to purchase 8,500,000 ordinary shares. AIIC and Altep 2014 have agreed that 88,613 of such ordinary shares would be acquired for the account of Altep 2014. The purchase is expected to be consummated on or prior to August 6, 2013. AIIC and Altep 2014 intend to fund the purchase of the ordinary shares contemplated by the Purchase Agreement using capital received from affiliated entities. The affiliated entities intend to fund that capital using cash on hand.

Item 4 Purpose of Transaction

The disclosure in Item 4 is hereby amended and restated to read in its entirety as follows:

The Reporting Persons who hold ordinary shares directly or who will hold ordinary shares directly upon consummation of the acquisition contemplated by the Purchase Agreement acquired (or will acquire) those shares as an investment in the regular course of their businesses.

Pursuant to the terms of the Nomination Agreement (described in Item 6), AIIC has the right to nominate two members to the Issuer's supervisory board. AIIC has nominated Stephen F. Cooper and Robin Buchanan to serve as members of the Issuer's supervisory board.

The Reporting Persons intend to re-examine their investment from time to time and, depending on prevailing market conditions, other investment opportunities, liquidity requirements or other investment considerations the Reporting Persons deem material, the Reporting Persons may from time to time acquire additional ordinary shares in the open market, block trades, negotiated transactions, or otherwise. The Reporting Persons may also dispose of all or a portion of the Issuer's securities, in open market or privately negotiated transactions, and/or enter into derivative transactions with institutional counterparties with respect to the Issuer's ordinary shares, in each case, subject to limitations under applicable law.

The Reporting Persons have not yet determined which, if any, of the above courses of action they may ultimately take. The Reporting Persons' future actions with regard to the Issuer are dependent on their evaluation of the factors listed above, circumstances affecting the Issuer in the future, including prospects of the Issuer, general market and economic conditions and other factors deemed relevant. The Reporting Persons reserve the right to determine in the future whether to change the purpose or purposes described above or whether to adopt plans or proposals of the type specified above or otherwise.

Except as set forth above, the Reporting Persons have no plans or proposals with respect to the Issuer.

Item 5 Interest in Securities of the Issuer

The disclosure in Items 5(a) and 5(b) is hereby amended and restated in its entirety to read as follows:

(a) and (b) The responses of each of the Reporting Persons with respect to Rows 11, 12, and 13 of the cover pages of this Schedule 13D that relate to the aggregate number and percentage of ordinary shares (including but not limited to footnotes to such information) are incorporated herein by reference.

The responses of each of the Reporting Persons with respect to Rows 7, 8, 9, and 10 of the cover pages of this Schedule 13D that relate to the number of ordinary shares as to which each of the persons or entities referenced in Item 2 above has sole or shared power to vote or to direct the vote of and sole or shared power to dispose of or to direct the disposition of (including but not limited to footnotes to such information) are incorporated herein by reference.

AIIC holds 63,961,051 ordinary shares directly and will hold a total of 72,372,438 ordinary shares after consummation of the transactions contemplated by the Purchase Agreement. Each of AI Investments Holdings LLC, Access Industries, LLC, Access Industries Holdings LLC, Access Industries Management, LLC, Len Blavatnik and AIPH Holdings LLC may be deemed to beneficially own the 72,372,438 ordinary shares to be held directly by AIIC. AI Investments Holdings LLC holds a majority of the outstanding voting interests in AIIC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIIC. AIPH Holdings LLC holds a majority of the outstanding voting interests in AI Investments Holdings LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIIC and AI Investments Holdings LLC. Access Industries Holdings LLC holds a majority of the outstanding voting interests in AIPH Holdings

LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIPH Holdings LLC, AI Investment Holdings LLC and AIIC. Access Industries, LLC holds a majority of the outstanding voting interests in Access Industries Holdings LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIIC, AI Investments Holdings LLC, Access Industries Holdings LLC and AIPH Holdings LLC. Access Industries Management, LLC controls Access Industries, LLC, Access Industries Holdings LLC, AIPH Holdings LLC and AI Investments Holdings LLC and, as a result, may be deemed to share voting and investment power over the shares beneficially owned by AIIC, AI Investments Holdings LLC, AIPH Holdings LLC, Access Industries Holdings LLC, and Access Industries, LLC. Mr. Blavatnik controls Access Industries Management, LLC and a majority of the outstanding voting interests in Access Industries, LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIIC, AI Investments Holdings LLC, AIPH Holdings LLC, Access Industries Holdings LLC, Access Industries, LLC, and Access Industries Management, LLC. Because of their relationships with the other Reporting Persons, Altep 2010, Altep 2011, Altep 2014, Access Industries, Inc., AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AIPH, AI SMS L.P. and AI SMS GP Limited may be deemed to share investment and voting power over the ordinary shares beneficially owned by AIIC, AI Investments Holdings LLC, AIPH Holdings LLC, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, and Mr. Blavatnik. Each of AI Investments Holdings LLC, AIPH Holdings LLC, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Altep 2010, Altep 2011, Altep 2014, Access Industries, Inc., AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI SMS GP Limited, AIPH, and Len Blavatnik, and each of their affiliated entities and the officers, partners, members, and managers thereof, other than AIIC, disclaims beneficial ownership of the shares held by AIIC.

AIEH holds 16,000,000 ordinary shares directly. Each of Access Industries Investment Holdings LLC, AI European Holdings L.P., AI European Holdings GP Limited, AI SMS L.P., AI SMS GP Limited, Access Industries Holdings LLC, Access Industries, LLC, AIPH, AIPH Holdings LLC, Access Industries Management, LLC, and Len Blavatnik may be deemed to beneficially own the 16,000,000 ordinary shares held directly by AIEH. AI European Holdings L.P. controls AIEH and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIEH. AI European Holdings GP Limited is the general partner of AI European Holdings L.P. and, as such, may be deemed to share voting and investment power over the ordinary shares deemed beneficially owned by AIEH and AI European Holdings L.P. Access Industries Investment Holdings LLC controls AI European Holdings GP Limited and, as such, may be deemed to share voting and investment power over the ordinary shares deemed beneficially owned by AIEH, AI European Holdings L.P. and AI European Holdings GP Limited. AI SMS L.P. is the sole member of Access Industries Investment Holdings LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIEH, AI European Holdings L.P., AI European Holdings GP Limited and Access Industries Investment Holdings LLC. AI SMS GP Limited is the general partner of AI SMS L.P. and, as such, may be deemed to share voting and investment power over the ordinary shares deemed beneficially owned by AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC and AI SMS L.P. AIPH owns a majority of the equity of AI SMS L.P. and, as a result, may be deemed to share voting and investment power over the

ordinary shares beneficially owned by AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC and AI SMS L.P. AIPH Holdings LLC holds a majority of the outstanding voting interests in AIPH and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P. and AIPH. Access Industries Holdings LLC holds a majority of the outstanding voting interests in AIPH Holdings LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AIPH and AIPH Holdings LLC. Access Industries, LLC controls AI SMS GP Limited and holds a majority of the outstanding voting interests in Access Industries Holdings LLC and, as a result, may be deemed to share voting and investment power over the shares beneficially owned by AIEH, AI European Holdings LP, AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI SMS GP Limited, AIPH, AIPH Holdings LLC and Access Industries Holdings LLC. Access Industries Management, LLC controls Access Industries, LLC, Access Industries Holdings LLC, AIPH Holdings LLC and AI Investments Holdings LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIEH, AI European Holdings LP, AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI SMS GP Limited, AIPH, AIPH Holdings LLC, Access Industries Holdings LLC and Access Industries, LLC. Mr. Blavatnik controls Access Industries Management, LLC and a majority of the voting interests in Access Industries, LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIEH, AI European Holdings LP, AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI SMS GP Limited, AIPH, AIPH Holdings LLC, Access Industries Holdings LLC, Access Industries, LLC and Access Industries Management, LLC. Because of their relationships with the other Reporting Persons, Altep 2010, Altep 2011, Altep 2014, and Access Industries, Inc. may be deemed to share investment and voting power over the ordinary shares beneficially owned by AIEH, AI European Holdings LP, AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI SMS GP Limited, AIPH, AIPH Holdings LLC, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC and Mr. Blavatnik. Each of AIIC, AI Investments Holdings LLC, AI European Holdings LP, AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI SMS GP Limited, AIPH, AIPH Holdings LLC, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Altep 2010, Altep 2011, Altep 2014, Access Industries, Inc., and Len Blavatnik, and each of their affiliated entities and the officers, partners, members, and managers thereof, other than AIEH, disclaims beneficial ownership of the shares held by AIEH.

Altep 2010 holds 297,080 ordinary shares directly. Each of Access Industries, Inc. and Len Blavatnik may be deemed to beneficially own the 297,080 ordinary shares held directly by Altep 2010. Access Industries, Inc. is the general partner of Altep 2010 and, as a result, may be deemed to have voting and investment control over the shares owned directly by Altep 2010. Mr. Blavatnik controls Access Industries, Inc. and, as a result, may be deemed to share voting and investment power over the 297,080 ordinary shares held by Altep 2010. Because of their relationships with the other Reporting Persons, each of AIIC, AI Investments Holdings LLC, AI SMS L.P., AI SMS GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC,

Altep 2011, Altep 2014, Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH, and AIPH Holdings LLC may be deemed to share investment and voting power over the ordinary shares beneficially owned by Altep 2010, Access Industries, Inc., and Mr. Blavatnik. Each of AIIC, AI Investments Holdings LLC, AI SMS L.P., AI SMS GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Access Industries, Inc., Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH, AIPH Holdings LLC, Altep 2011, Altep 2014 and Mr. Blavatnik, and each of their affiliated entities and the officers, partners, members, and managers thereof, other than Altep 2010, disclaims beneficial ownership of the shares held by Altep 2010.

Altep 2011 holds 185,235 ordinary shares directly. Each of Access Industries, Inc. and Len Blavatnik may be deemed to beneficially own the 185,235 ordinary shares held directly by Altep 2011. Access Industries, Inc. is the general partner of Altep 2011 and, as a result, may be deemed to have voting and investment control over the shares owned directly by Altep 2011. Mr. Blavatnik controls Access Industries, Inc. and, as a result, may be deemed to share voting and investment power over the 185,235 ordinary shares held by Altep 2011. Because of their relationships with the other Reporting Persons, each of AIIC, AI Investments Holdings LLC, AI SMS L.P., AI SMS GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Altep 2010, Altep 2014, Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH and AIPH Holdings LLC may be deemed to share investment and voting power over the ordinary shares beneficially owned by Altep 2011, Access Industries, Inc., and Mr. Blavatnik. Each of AIIC, AI Investments Holdings LLC, AI SMS L.P., AI SMS GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Access Industries, Inc., Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH, AIPH Holdings LLC, Altep 2010, Altep 2014 and Mr. Blavatnik, and each of their affiliated entities and the officers, partners, members, and managers thereof, other than Altep 2011, disclaims beneficial ownership of the shares held by Altep 2011.

Altep 2014 will, upon completion of the transactions contemplated by the Purchase Agreement, hold 88,613 ordinary shares directly. Each of Access Industries, Inc. and Len Blavatnik may be deemed to beneficially own the 88,613 ordinary shares to be held directly by Altep 2014. Access Industries, Inc. is the general partner of Altep 2014 and, as a result, may be deemed to have voting and investment control over the shares owned directly by Altep 2014. Mr. Blavatnik controls Access Industries, Inc. and, as a result, may be deemed to share voting and investment power over the shares held by Altep 2014. Because of their relationships with the other Reporting Persons, each of AIIC, AI Investments Holdings LLC, AI SMS L.P., AI SMS GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Altep 2010, Altep 2011, Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH and AIPH Holdings LLC may be deemed to share investment and voting power over the ordinary shares beneficially owned by Altep 2014, Access Industries, Inc., and Mr. Blavatnik. Each of AIIC, AI Investments Holdings LLC, AI SMS L.P., AI SMS GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Access Industries, Inc., Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH, AIPH Holdings LLC, Altep 2010, Altep 2011 and Mr. Blavatnik, and each of their affiliated entities and the officers, partners, members, and managers thereof, other than Altep 2014, disclaims beneficial ownership of the shares held by Altep 2014.

The disclosure in Item 5(c) is hereby supplemented by adding the following at the end thereof:

(c) The following transactions in the Issuer's securities have been effected by Reporting Persons within the 60 days prior to this filing:

On July 31, 2013, the Purchase Agreement and other arrangements described in the last paragraph of Item 3 were entered into.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The disclosure in Item 6 is hereby supplemented by adding the following at the end thereof:

The disclosure of the Purchase Agreement and other arrangements described in the last paragraph of Item 3 of this Amendment No. 4 is incorporated by reference to this Item 6.

Item 7 Materials to Be Filed as Exhibits

The disclosure in Item 7 is hereby supplemented by adding the following in appropriate numerical order:

Exhibit 99.1.4 Stock Purchase Agreement, dated as of July 31, 2013, by and between AI International Chemicals S.à r.l. and the sellers signatory thereto.

Exhibit 99.1.5 Joint Filing Agreement, dated as of August 2, 2013.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 2, 2013

AI INTERNATIONAL CHEMICALS S.À R.L.

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Class A Manager

LEN BLAVATNIK

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Attorney-in-Fact

AI INVESTMENTS HOLDINGS LLC

By: Access Industries Management, LLC, its manager

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Senior Vice President

AI SMS L.P.

By: AI SMS GP Limited, its general partner

By: Belvaux Management Limited, its director

By: /s/ RONAN J.E. KUCZAJ

Name: Ronan J.E. Kuczaj

Title: Director

AI SMS GP LIMITED

By: Belvaux Management Limited, its director

By: /s/ RONAN J.E. KUCZAJ

Name: Ronan J.E. Kuczaj

Title: Director

ACCESS INDUSTRIES HOLDINGS LLC

By: Access Industries Management, LLC, its manager

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Senior Vice President

ACCESS INDUSTRIES, LLC

By: Access Industries Management, LLC, its manager

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Senior Vice President

ACCESS INDUSTRIES MANAGEMENT, LLC

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Senior Vice President

ALTEP 2010 L.P.

By: Access Industries, Inc., its general partner

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Senior Vice President

ALTEP 2011 L.P.

By: Access Industries, Inc., its general partner

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Senior Vice President

ACCESS INDUSTRIES, INC.

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Senior Vice President

ACCESS INDUSTRIES INVESTMENT HOLDINGS
LLC

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Manager

AI EUROPEAN HOLDINGS L.P.

By: AI European Holdings GP Limited, its general partner

By: Hudson Administration S.A., its director

By: /s/ DAWN E. SHAND

Name: Dawn E. Shand

Title: Director

AI EUROPEAN HOLDINGS GP LIMITED

By: Hudson Administration S.A., its director

By: /s/ DAWN E. SHAND

Name: Dawn E. Shand

Title: Director

AI EUROPEAN HOLDINGS S.À R.L.

By: Bentham Secretarial LLC, its Class A Manager

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Manager

By: /s/ DAWN E. SHAND

Name: Dawn E. Shand

Title: Class B Manager

AI PETROLEUM HOLDINGS LLC

By: AIPH Holdings LLC, its manager

By: Access Industries Management, LLC, its manager

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Senior Vice President

AIPH HOLDINGS LLC

By: Access Industries Management, LLC, its manager

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Senior Vice President

ALTEP 2014 L.P.

By: Access Industries, Inc., its general partner

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Senior Vice President