

AI INVESTMENTS HOLDINGS LLC

Form 4

November 13, 2018

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 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
AI INVESTMENTS HOLDINGS
LLC

(Last) (First) (Middle)

C/O ACCESS INDUSTRIES,
INC., 40 WEST 57TH STREET,
28TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
LyondellBasell Industries N.V.
[LYB]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Ordinary shares	11/09/2018		P		443,462	A	\$ 95.8189 (1)	3,356,489 D (2) (3)
Ordinary shares	11/09/2018		P		306,738	A	\$ 96.0839 (4)	3,663,227 D (2) (3)
Ordinary shares	11/12/2018		P		907,799	A	\$ 95.578 (5)	4,571,026 D (2) (3)
Ordinary	11/12/2018		P		42,201	A	\$	4,613,227 D (2) (3)

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shares					96.1811 (6)			
Ordinary shares	11/13/2018	P	455,814	A	\$ 95.0468 (7)	5,069,041	D (2) (3)	
Ordinary shares	11/13/2018	P	30,959	A	\$ 95.7189 (8)	5,100,000	D (2) (3)	
Ordinary shares						41,144,973	I (3) (9)	By entity
Ordinary shares						16,000,000	I (3) (10)	By entity
Ordinary shares						221,554	I (3) (11) (12)	By partnerships
Ordinary shares						10,704,141	I (3) (12) (13)	By LLCs
Ordinary shares						3,522,699	I (3) (14)	By LLC

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

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 control number.

SEC 1474
(9-02)

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)	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 Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

AI INVESTMENTS HOLDINGS LLC
C/O ACCESS INDUSTRIES, INC.
40 WEST 57TH STREET, 28TH FLOOR
NEW YORK, NY 10019

X

Access Industries Holdings LLC
C/O ACCESS INDUSTRIES, INC.
40 WEST 57TH STREET, 28TH FLOOR
NEW YORK, NY 10019

X

ACCESS INDUSTRIES, LLC
C/O ACCESS INDUSTRIES, INC.
40 WEST 57TH STREET, 28TH FLOOR
NEW YORK, NY 10019

X

ACCESS INDUSTRIES MANAGEMENT, LLC
C/O ACCESS INDUSTRIES, INC.
40 WEST 57TH STREET, 28TH FLOOR
NEW YORK, NY 10019

X

Blavatnik Len
C/O ACCESS INDUSTRIES, INC.
40 WEST 57TH STREET, 28TH FLOOR
NEW YORK, NY 10019

X

Signatures

/s/ Alejandro Moreno for AI Investments Holdings LLC

11/13/2018

__Signature of Reporting Person

Date

/s/ Alejandro Moreno for Access Industries Holdings LLC

11/13/2018

__Signature of Reporting Person

Date

/s/ Alejandro Moreno for Access Industries, LLC

11/13/2018

__Signature of Reporting Person

Date

/s/ Alejandro Moreno for Access Industries Management, LLC

11/13/2018

__Signature of Reporting Person

Date

/s/ Alejandro Moreno, as Attorney-in-Fact for Mr. Blavatnik

11/13/2018

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94.9400 to \$95.9350, inclusive. The reporting person undertakes to provide to LyondellBasell Industries N.V., any security holder of LyondellBasell Industries N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(2)

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The securities reported are held directly by AI Investments Holdings LLC ("AIHH") and may be deemed to be indirectly beneficially owned by Access Industries, LLC, Access Industries Holdings LLC, Access Industries Management, LLC and Len Blavatnik because Access Industries Holdings LLC controls a majority of the outstanding voting interests in AIHH, Access Industries, LLC controls a majority of the outstanding voting interests in Access Industries Holdings LLC, Access Industries Management, LLC controls Access Industries, LLC, Access Industries Holdings LLC and AIHH, and Mr. Blavatnik controls Access Industries Management, LLC and a majority of the outstanding voting interests in Access Industries, LLC.

Each of the reporting persons (other than the direct holder) disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.9400 to \$96.5050, inclusive. The reporting person undertakes to provide to LyondellBasell Industries N.V., any security holder of LyondellBasell Industries N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.0050 to \$96.0000, inclusive. The reporting person undertakes to provide to LyondellBasell Industries N.V., any security holder of LyondellBasell Industries N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.0050 to \$96.8200, inclusive. The reporting person undertakes to provide to LyondellBasell Industries N.V., any security holder of LyondellBasell Industries N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94.5500 to \$95.5400, inclusive. The reporting person undertakes to provide to LyondellBasell Industries N.V., any security holder of LyondellBasell Industries N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.5500 to \$96.0500, inclusive. The reporting person undertakes to provide to LyondellBasell Industries N.V., any security holder of LyondellBasell Industries N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

The securities reported are held directly by AI International Chemicals S.a r.l. ("AIIC") and may be deemed to be indirectly beneficially owned by AIHH, Access Industries, LLC, Access Industries Holdings LLC, Access Industries Management, LLC and Len Blavatnik because AIHH holds a majority of the outstanding voting interests in AIIC, Access Industries Holdings LLC controls a majority of the outstanding voting interests in AIHH, Access Industries, LLC controls a majority of the outstanding voting interests in Access Industries Holdings LLC, Access Industries Management, LLC controls Access Industries, LLC, Access Industries Holdings LLC and AIHH, and Mr. Blavatnik controls Access Industries Management, LLC and a majority of the outstanding voting interests in Access Industries, LLC.

The securities reported are held directly by AI European Holdings S.a r.l. ("AIEH") and may be deemed to be indirectly beneficially owned by Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, and Len Blavatnik because Access Industries Holdings LLC, Access Industries, LLC and Access Industries Management, LLC control, or hold a majority of the outstanding voting interests in, entities that directly or indirectly control AIEH, Access Industries, LLC controls a majority of the outstanding voting interests in Access Industries Holdings LLC, Access Industries Management, LLC controls Access Industries, LLC and Access Industries Holdings LLC and Mr. Blavatnik controls Access Industries Management, LLC and a majority of the outstanding voting interests in Access Industries, LLC.

The securities reported are held directly as follows: (i) 74,028 ordinary shares by Altep 2010 L.P. ("Altep 2010"), (ii) 74,754 ordinary shares by Altep 2011 L.P. ("Altep 2011"), and (iii) 72,772 ordinary shares by Altep 2014 L.P. ("Altep 2014"). Len Blavatnik may be deemed to indirectly beneficially own the ordinary shares held directly by Altep 2010, Altep 2011 and Altep 2014 because he controls AI Altep Holdings, Inc. and AI Altep Holdings, Inc. is the general partner of each of Altep 2010, Altep 2011 and Altep 2014.

Because of their relationships with the other Reporting Persons, each of Access Industries Holdings LLC, Access Industries, LLC and Access Industries Management, LLC may be deemed to beneficially own the ordinary shares held directly by Altep 2010, Altep 2011, Altep 2014, AI New Holdings LLC and AI New Holdings 2 LLC. Each of the Reporting Persons, and each of their affiliated entities and the officers, partners, members, and managers thereof, disclaims beneficial ownership of the ordinary shares held directly by each of Altep 2010, Altep 2011, Altep 2014, AI New Holdings LLC and AI New Holdings 2 LLC.

The securities reported are held directly as follows: (i) 10,456,829 ordinary shares owned directly by AI New Holdings 2 LLC, and (ii) 247,312 ordinary shares owned directly by AI New Holdings LLC. Each of Access Industries Management, LLC, Access Industries Holdings LLC and Len Blavatnik may be deemed to indirectly beneficially own the ordinary shares held directly by AI New Holdings 2

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LLC because Mr. Blavatnik controls Access Industries Management, LLC, Access Industries Holdings LLC owns a majority of the outstanding voting interests in RSB 2 Limited which is the sole member of AI New Holdings 2 LLC, and Access Industries Management, LLC controls AI New Holdings 2 LLC. Len Blavatnik may be deemed to indirectly beneficially own the ordinary shares held directly by AI New Holdings LLC because he controls AI Altep Holdings, Inc. and AI Altep Holdings, Inc. holds all of the outstanding voting interests in AI New Holdings LLC.

- (14) The securities reported are held directly by AIPH Holdings LLC ("AIPH") and may be deemed to be indirectly beneficially owned by Access Industries, LLC, Access Industries Holdings LLC, Access Industries Management, LLC and Len Blavatnik because Access Industries Holdings LLC controls a majority of the outstanding voting interests in AIPH, Access Industries, LLC controls a majority of the outstanding voting interests in Access Industries Holdings LLC, Access Industries Management, LLC controls Access Industries, LLC, Access Industries Holdings LLC and AIPH and Mr. Blavatnik controls Access Industries Management, LLC and a majority of the outstanding voting interests in Access Industries, LLC.

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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