

LyondellBasell Industries N.V.  
Form SC 13D/A  
February 15, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13D/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 9)\***

**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:*

**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)**

**February 13, 2017**

**(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.

AI International Chemicals S.à r.l.

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 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

41,144,973 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

32,298,394 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

41,144,973 shares

WITH

10 SHARED DISPOSITIVE POWER

32,298,394 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

Len Blavatnik

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 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

73,443,367 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

73,443,367 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

AI Investments Holdings LLC

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 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

73,443,367 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

73,443,367 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)



CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

AI SMS L.P.

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 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

73,443,367 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

73,443,367 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

AI International GP Limited

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 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

73,443,367 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

73,443,367 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

Access Industries, LLC

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 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

73,443,367 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

73,443,367 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

Access Industries Holdings LLC

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 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

73,443,367 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

73,443,367 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)



CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF  
5 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

73,443,367 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

73,443,367 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

Altep 2010 L.P.

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 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

245,309 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

73,198,058 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

245,309 shares

WITH

10 SHARED DISPOSITIVE POWER

73,198,058 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

Altep 2011 L.P.

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 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

152,954 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

73,290,413 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

152,954 shares

WITH

10 SHARED DISPOSITIVE POWER

73,290,413 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

AI Altep Holdings, Inc.

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 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

471,434 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

72,971,933 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

471,434 shares

WITH

10 SHARED DISPOSITIVE POWER

72,971,933 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO



CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO  
5 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

73,443,367 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

73,443,367 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

AI European Holdings L.P.

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 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

73,443,367 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

73,443,367 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

AI European Holdings GP Limited

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 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

73,443,367 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

73,443,367 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

AI European Holdings S.à r.l.

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 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

16,000,000 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

57,443,367 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

16,000,000 shares

WITH

10 SHARED DISPOSITIVE POWER

57,443,367 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)



CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO  
5 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

73,443,367 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

73,443,367 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

AIPH Holdings LLC

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 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

4,972,699 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

68,470,668 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

4,972,699 shares

WITH

10 SHARED DISPOSITIVE POWER

68,470,668 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

AI New Holdings 2 LLC

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 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

10,854,261 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

62,589,106 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

10,854,261 shares

WITH

10 SHARED DISPOSITIVE POWER

62,589,106 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

RSB 2 Limited

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 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

73,443,367 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

73,443,367 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)



CUSIP No. N53745100

1 NAME OF REPORTING PERSON.

Altep 2014 L.P.

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 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

73,171 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

73,370,196 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

73,171 shares

WITH

10 SHARED DISPOSITIVE POWER

73,370,196 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,443,367 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);

18.25%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

---

**Amendment No. 9 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 International 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 ), AI Altep Holdings, Inc. (formerly known as 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, AI New Holdings 2 LLC ( AI New ), RSB 2 Limited ( RSB 2 ) and Altep 2014 L.P. ( Altep 2014 ) (collectively, the Reporting Persons , and each, a Reporting Person ) to report the disposition of 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, Amendment No. 3, filed on December 17, 2012, Amendment No. 4, filed on August 5, 2013 Amendment No. 5, filed on December 31, 2014, Amendment No. 6, filed on June 10, 2015, Amendment No. 7, filed on March 17, 2016 and Amendment No. 8, filed on February 6, 2017, is hereby amended and supplemented by the Reporting Persons as set forth below in this Amendment No. 9. 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 4 Purpose of Transaction**

The disclosure in Item 4 is hereby amended to add the following to the end thereof:

The transactions described in Item 5(c) below were effectuated for investment purposes in the regular course of such entity s business.

**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 41,144,973 ordinary shares directly. Each of AIIH, Access Industries, LLC, Access Industries Holdings LLC, Access Industries Management, LLC and Len Blavatnik may be deemed to beneficially own the 41,144,973 ordinary shares to be held directly by AIIC. AIIH 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. Access Industries Holdings LLC holds a majority of the outstanding voting interests in AIIH and, as a result, may be

deemed to share voting and investment power over the ordinary shares beneficially owned by AIIH and AIIIH. 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 AIIH, AIIIH and Access Industries Holdings LLC. Access Industries Management, LLC controls Access Industries, LLC, Access Industries Holdings LLC and AIIIH and, as a result, may be deemed to share voting and investment power over the shares beneficially owned by AIIH, AIIIH, 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, AIIH, 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, AI Altep Holdings, Inc., AIPH Holdings LLC, AI New, RSB 2, AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AIPH, AI SMS L.P. and AI International GP Limited may be deemed to share investment and voting power over the ordinary shares beneficially owned by AIIC, AIIH, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, and Mr. Blavatnik. Each of AIIH, AIPH Holdings LLC, AI New, RSB 2, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Altep 2010, Altep 2011, Altep 2014, AI Altep Holdings, Inc., AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI International 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.

AIPH Holdings LLC holds 4,972,699 ordinary shares directly. Each of Access Industries, LLC, Access Industries Holdings LLC, Access Industries Management, LLC and Len Blavatnik may be deemed to beneficially own the 4,972,699 ordinary shares held directly by AIPH 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. 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 Access Industries Holdings LLC and AIPH Holdings LLC. Access Industries Management, LLC controls Access Industries, LLC, Access Industries Holdings LLC and AIPH Holdings LLC and, as a result, may be deemed to share voting and investment power over the shares beneficially owned by 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 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, AI Altep Holdings, Inc., AIIC, AIIH, AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AIPH, AI SMS L.P., AI New, RSB 2 and AI International GP Limited may be deemed to share investment and voting power over the ordinary shares beneficially owned by AIPH Holdings LLC, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, and Mr. Blavatnik. Each of AIIC, AIIH, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Altep 2010, Altep 2011, Altep 2014, AI Altep Holdings, Inc., AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI International GP Limited, AIPH, AI New, RSB 2 and Len Blavatnik, and each of their affiliated entities and the officers, partners, members, and managers thereof, other than AIPH Holdings LLC, disclaims beneficial ownership of the shares held directly by AIPH Holdings LLC.

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 International GP Limited, Access Industries Holdings LLC, Access Industries, LLC, AIPH, 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 International 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. Access Industries 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, LLC controls AI International 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 International GP Limited, and AIPH and Access Industries Holdings LLC. Access Industries Management, LLC controls Access Industries, LLC, Access Industries Holdings LLC and AIIH 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 International GP Limited, AIPH, 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 International GP Limited, AIPH, 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, AIPH Holdings LLC, AI New, RSB 2 and AI Altep Holdings, 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 International GP Limited, AIPH, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC and Mr. Blavatnik. Each of AIIC, AIIH, AI European Holdings LP, AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI International GP Limited, AIPH, AIPH Holdings LLC, AI New, RSB 2, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Altep 2010, Altep 2011, Altep 2014, AI Altep Holdings, 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 245,309 ordinary shares directly. Each of AI Altep Holdings, Inc. and Len Blavatnik may be deemed to beneficially own the 245,309 ordinary shares held directly by Altep 2010. AI Altep Holdings, 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 AI Altep Holdings, Inc. and, as a result, may be deemed to share voting and investment power over the shares held by Altep 2010. Because of their relationships with the other Reporting Persons, each of AIIC, AIIH, AI SMS L.P., AI International 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, AI New, RSB 2 may be deemed to share investment and voting power over the ordinary shares beneficially owned by Altep 2010, AI Altep Holdings, Inc., and Mr. Blavatnik. Each of AIIC, AIIH, AI SMS L.P., AI International GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries

Management, LLC, AI Altep Holdings, Inc., Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH, AIPH Holdings LLC, AI New, RSB 2, 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 152,954 ordinary shares directly. Each of AI Altep Holdings, Inc. and Len Blavatnik may be deemed to beneficially own the 152,954 ordinary shares held directly by Altep 2011. AI Altep Holdings, 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 AI Altep Holdings, Inc. and, as a result, may be deemed to share voting and investment power over the shares held by Altep 2011. Because of their relationships with the other Reporting Persons, each of AIIC, AIHH, AI SMS L.P., AI International 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, AI New, RSB 2 may be deemed to share investment and voting power over the ordinary shares beneficially owned by Altep 2011, AI Altep Holdings, Inc. and Mr. Blavatnik. Each of AIIC, AIHH, AI SMS L.P., AI International GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, AI Altep Holdings, Inc., Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH, AIPH Holdings LLC, AI New, RSB 2, 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 holds 73,171 ordinary shares directly. Each of AI Altep Holdings, Inc. and Len Blavatnik may be deemed to beneficially own the 73,171 ordinary shares held directly by Altep 2014. AI Altep Holdings, 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 AI Altep Holdings, 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, AIHH, AI SMS L.P., AI International 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, AI New, RSB 2 may be deemed to share investment and voting power over the ordinary shares beneficially owned by Altep 2014, AI Altep Holdings, Inc., and Mr. Blavatnik. Each of AIIC, AIHH, AI SMS L.P., AI International GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, AI Altep Holdings, Inc., Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH, AIPH Holdings LLC, AI New, RSB 2, 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.

AI New holds 10,854,261 ordinary shares directly. Each of RSB 2, Access Industries Management, LLC and Len Blavatnik may be deemed to beneficially own the 10,854,261 ordinary shares held directly by AI New. RSB 2 is the sole member of AI New and as a result may be deemed to share voting and investment control over the shares held directly by AI New. Access Industries Management, LLC is the manager of AI New and, as a result, may be deemed to have voting and investment control over the shares owned directly by AI New. Mr. Blavatnik controls Access Industries Management, LLC and, as a result, may be deemed to share voting and investment power over the shares held by AI New. Because of their relationships with the other Reporting Persons, each of AIIC, AIHH, AI SMS L.P., AI International GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Altep 2010, Altep 2011, Altep 2014, AI Altep Holdings, Inc., 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 AI New, RSB 2, Access Industries Management, LLC, and Mr. Blavatnik. Each of AIIC, AIIH, AI SMS L.P., AI International GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, AI Altep Holdings, 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, Altep 2014, RSB 2, and Mr. Blavatnik, and each of their affiliated entities and the officers, partners, members, and managers thereof, other than AI New, disclaims beneficial ownership of the shares held by AI New.

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 February 7, 2017, AI New, Altep 2010, Altep 2011 and Altep 2014 sold 345,895, 1,163, 725 and 347 ordinary shares, respectively, at a weighted average price of \$92.4167 per share<sup>1</sup>, 336,364, 1,131, 705 and 337 ordinary shares, respectively, at a weighted average price of \$93.0024 per share<sup>2</sup> and 311,322, 1,046, 653 and 312 ordinary shares, respectively, at a weighted average price of \$93.7034 per share<sup>3</sup> in open market transactions.

On February 8, 2017, AI New, Altep 2010, Altep 2011 and Altep 2014 sold 1,124,828, 3,781, 2,358 and 1,128 ordinary shares, respectively, at a weighted average price of \$91.5908 per share<sup>4</sup> in open market transactions.

On February 9, 2017, AI New, Altep 2010, Altep 2011 and Altep 2014 sold 894,223, 3,006, 1,874 and 897 ordinary shares, respectively, at a weighted average price of \$92.2855 per share<sup>5</sup> in open market transactions.

On February 10, 2017, AI New, Altep 2010, Altep 2011 and Altep 2014 sold 303,738, 1,021, 637 and 304 ordinary shares, respectively, at a weighted average price of \$92.4496 per share<sup>6</sup> in open market transactions.

<sup>1</sup> These shares were sold in multiple transactions at prices ranging from \$92.1900 to \$92.7450, inclusive. The reporting persons undertake to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

<sup>2</sup> These shares were sold in multiple transactions at prices ranging from \$92.7500 to \$93.3400, inclusive. The reporting persons undertake to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

<sup>3</sup> These shares were sold in multiple transactions at prices ranging from \$93.3450 to \$94.2000, inclusive. The reporting persons undertake to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

<sup>4</sup> These shares were sold in multiple transactions at prices ranging from \$91.5000 to \$92.5000, inclusive. The reporting persons undertake to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

<sup>5</sup> These shares were sold in multiple transactions at prices ranging from \$92.0000 to \$92.7600, inclusive. The reporting persons undertake to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

<sup>6</sup> These shares were sold in multiple transactions at prices ranging from \$92.2500 to \$92.7500, inclusive. The reporting persons undertake to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.



On February 13, 2017, AI New, Altep 2010, Altep 2011 and Altep 2014 sold 856,670, 2,881, 1,795 and 859 ordinary shares, respectively, at a weighted average price of \$92.2435 per share<sup>7</sup> in open market transactions.

**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 99.1.10 Joint Filing Agreement, dated as of February 14, 2017.

<sup>7</sup> These shares were sold in multiple transactions at prices ranging from \$92.0000 to \$92.4800, inclusive. The reporting persons undertake to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

**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: February 14, 2017

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: Executive Vice President

AI SMS L.P.

By: AI International GP Limited, its general  
partner

By: Momats Limited, its director

By: /s/ LYNELLE GUMBS

Name: Lynelle Gumbs

Title: Class A Representative

By: /s/ SALLYON WILLIAMS

Name: Sallyon Williams

Title: Class B Representative

AI INTERNATIONAL GP LIMITED

By: Momats Limited, its director

By: /s/ LYNELLE GUMBS  
Name: Lynelle Gumbs  
Title: Class A Representative

By: /s/ SALLYON WILLIAMS  
Name: Sallyon Williams  
Title: Class B Representative

ACCESS INDUSTRIES HOLDINGS LLC

By: Access Industries Management, LLC, its  
manager

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

ACCESS INDUSTRIES, LLC

By: Access Industries Management, LLC, its  
manager

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

ACCESS INDUSTRIES MANAGEMENT,  
LLC

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

ALTEP 2010 L.P.

By: AI Altep Holdings, Inc., its general  
partner

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

ALTEP 2011 L.P.

By: AI Altep Holdings, Inc., its general  
partner

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Executive Vice President

AI ALTEP HOLDINGS, INC. (formerly known as ACCESS INDUSTRIES, INC.)

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive 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: Access Industries Management, LLC, its Class A Manager

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

By: /s/ DAWN E. SHAND  
Name: Dawn E. Shand  
Title: Class B Manager

AI PETROLEUM HOLDINGS LLC

By: Access Industries Management, LLC, its manager

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Executive Vice President

AIPH HOLDINGS LLC

By: Access Industries Management, LLC, its  
manager

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

ALTEP 2014 L.P.

By: AI Altep Holdings, Inc., its general  
partner

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

AI NEW HOLDINGS 2 LLC

By: Access Industries Management, LLC, its  
manager

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

RSB 2 LIMITED

By: Hudson Administration S.A., its director

By: /s/ DAWN E. SHAND  
Name: Dawn E. Shand  
Title: Director