Univar Inc. Form SC 13D/A June 07, 2016

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

#### **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

### UNIVAR INC.

(Name of Issuer)

**Common Stock** 

(Title of Class of Securities)

91336L107

(CUSIP Number)

Univar N.V.

Attn: Henk Schop

Schouwburgplein 30-34

3012 CL

Rotterdam, The Netherlands

+31 10 275 78 40

With a copy to:

Sean P. Griffiths, Esq.

Gibson, Dunn & Crutcher LLP

200 Park Avenue

New York, New York 10166

(212) 351-3872

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

#### June 3, 2016

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

### CUSIP No. 91336L107

1	Name of Reporting Person Univar N.V.	ns .		
2	Check the Appropriate Bo (a) (b)	x if a Member of a Group  o x		
3	SEC Use Only			
4	Source of Funds Not applicable			
5	Check if Disclosure of Le	gal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o	
6	Citizenship or Place of Or The Netherlands	ganization		
	7	Sole Voting Power 0		
Number of Shares Beneficially Owned by	8	Shared Voting Power 24,313,213		
Each Reporting Person With	9	Sole Dispositive Power 0		
1 0 1 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	10	Shared Dispositive Power 24,313,213		
11	Aggregate Amount Benefit 24,313,213	icially Owned by Each Reporting Person		
12	Check Box if the Aggrega	te Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represen 17.6%	Percent of Class Represented by Amount in Row (11) 17.6%		
14	Type of Reporting Person CO			

1	Name of Reporting Person Ulysses Finance S.a r.l.	as		
2	Check the Appropriate Bo (a) (b)	ox if a Member of a Group  o  x		
3	SEC Use Only			
4	Source of Funds Not applicable			
5	Check if Disclosure of Le	gal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o	
6	Citizenship or Place of Or Luxembourg	ganization		
	7	Sole Voting Power		
Number of Shares Beneficially Owned by	8	Shared Voting Power 24,313,213		
Each Reporting Person With	9	Sole Dispositive Power 0		
Terson with	10	Shared Dispositive Power 24,313,213		
11	Aggregate Amount Benef 24,313,213	icially Owned by Each Reporting Person		
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represent 17.6%	Percent of Class Represented by Amount in Row (11) 17.6%		
14	Type of Reporting Person CO; HC			

1	Name of Reporting Person Ulysses Luxembourg S.a r			
2	Check the Appropriate Bo (a) (b)	x if a Member of a Group o x		
3	SEC Use Only			
4	Source of Funds Not applicable			
5	Check if Disclosure of Leg	gal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o	
6	Citizenship or Place of Or Luxembourg	ganization		
	7	Sole Voting Power		
Number of Shares Beneficially Owned by	8	Shared Voting Power 24,313,213		
Each Reporting Person With	9	Sole Dispositive Power 0		
Terson with	10	Shared Dispositive Power 24,313,213		
11	Aggregate Amount Benefi 24,313,213	cially Owned by Each Reporting Person		
12	Check Box if the Aggrega	te Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represen 17.6%	Percent of Class Represented by Amount in Row (11) 17.6%		
14	Type of Reporting Person CO; HC			

1	Name of Reporting Persons Ulysses Participation S.a r.l		
2	Check the Appropriate Box (a) (b)	if a Member of a Group o x	
3	SEC Use Only		
4	Source of Funds Not applicable		
5	Check if Disclosure of Lega	al Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Org Luxembourg	anization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 24,313,213	
Each Reporting Person With	9	Sole Dispositive Power 0	
Terson with	10	Shared Dispositive Power 24,313,213	
11	Aggregate Amount Benefic 24,313,213	ially Owned by Each Reporting Person	
12	Check Box if the Aggregate	e Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented 17.6%	ed by Amount in Row (11)	
14	Type of Reporting Person CO; HC		

	1	Name of Reporting Persons CVC European Equity IV (AB) Limited			
	2	Check the Appropriate I (a)	Box if a Me	0	
		(b)		X	
	3	SEC Use Only			
	4	Source of Funds			
		Not applicable			
		••			
	5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
	6	Citizenship or Place of C	Organizatio	1	
		Jersey			
		7			
		7		Sole Voting Power	
Number of				0	
Shares		8		Shared Voting Power	
Beneficially Owned by	y			24,313,213	
Each		9		Sole Dispositive Power	
Reporting	1			0	
Person Wit	h	10		Showed Dismositive Dayron	
		10		Shared Dispositive Power 24,313,213	
	11	Aggregate Amount Ben 24,313,213	neficially Ow	ned by Each Reporting Person	
	12	Check Box if the Aggre	egate Amour	t in Row (11) Excludes Certain Shares o	
	13	Percent of Class Repres 17.6%	sented by An	nount in Row (11)	
	14	Type of Reporting Perso PN; HC	on		

1		Name of Reporting Persons CVC European Equity IV (CDE) Limited			
2	2	Check the Appropriate Box if a (a) (b)	Member of a Group  o x		
3	3	SEC Use Only			
4	ļ	Source of Funds Not applicable			
5	j	Check if Disclosure of Legal Pr	occeedings Is Required Pursuant to Items 2(d) or 2(e)	o	
6	Ó	Citizenship or Place of Organization Jersey			
		7	Sole Voting Power		
Number of Shares Beneficially Owned by		8	Shared Voting Power 24,313,213		
Each Reporting Person With		9	Sole Dispositive Power 0		
1 010011 111111		10	Shared Dispositive Power 24,313,213		
1	.1	Aggregate Amount Beneficially 24,313,213	Owned by Each Reporting Person		
1	2	Check Box if the Aggregate An	nount in Row (11) Excludes Certain Shares o		
1	.3	Percent of Class Represented by Amount in Row (11) 17.6%			
1	4	Type of Reporting Person PN; HC			

1		Name of Reporting Persons CVC European Equity Tandem GP Limited			
2		Check the Appropriate Box if a (a) (b)	Member of a Group  o x		
3	i	SEC Use Only			
4		Source of Funds Not applicable			
5		Check if Disclosure of Legal Pro	oceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	•	Citizenship or Place of Organization Jersey			
		7	Sole Voting Power		
Number of Shares Beneficially Owned by		8	Shared Voting Power 24,313,213		
Each Reporting Person With		9	Sole Dispositive Power 0		
1 010011 11 1111		10	Shared Dispositive Power 24,313,213		
1	1	Aggregate Amount Beneficially 24,313,213	Owned by Each Reporting Person		
1:	2	Check Box if the Aggregate Am	ount in Row (11) Excludes Certain Shares o		
1:	3	Percent of Class Represented by Amount in Row (11) 17.6%			
1-	4	Type of Reporting Person PN; HC			

### CUSIP No. 91336L107

1		Name of Reporting Persons CVC European Equity Partners IV (A) L.P.		
2	Check the Appropriate Bo (a) (b)	ox if a Member of a Group o x		
3	SEC Use Only			
4	Source of Funds Not applicable			
5	Check if Disclosure of Le	gal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o	
6	Citizenship or Place of Or Cayman Islands	ganization		
	7	Sole Voting Power		
Number of Shares Beneficially Owned by	8	Shared Voting Power 24,313,213		
Each Reporting Person With	9	Sole Dispositive Power 0		
Torson With	10	Shared Dispositive Power 24,313,213		
11	Aggregate Amount Benef 24,313,213	Aggregate Amount Beneficially Owned by Each Reporting Person 24,313,213		
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represent 17.6%	ated by Amount in Row (11)		
14	Type of Reporting Person PN; HC			

### CUSIP No. 91336L107

1		Name of Reporting Persons CVC European Equity Partners IV (B) L.P.					
2		Check the Appropriate Box if a Member of a Group					
		(a) (b)			0		
		(0)			X		
3		SEC Use Only					
4		Source of Funds					
		Not applicable					
5		Check if Disclosure	e of Legal Proce	eedings Is Required Pursuan	nt to Items 2(d) or 2(e)	o	
6		Citizenship or Place	e of Organizatio	on			
		Cayman Islands					
		7		Sole Voting Power			
				0			
Number of Shares		8		Shared Voting Power			
Beneficially		0		24,313,213			
Owned by Each		9		C-1- Diiti D			
Reporting		9		Sole Dispositive Power 0			
Person With							
		10		Shared Dispositive Power 24,313,213			
11		Aggregate Amount 24,313,213	Beneficially O	wned by Each Reporting Pe	erson		
12		Check Box if the A	ggregate Amou	ant in Row (11) Excludes Co	ertain Shares o		
13		Percent of Class Represented by Amount in Row (11) 17.6%					
14		Type of Reporting PN; HC	Person				

	1	Name of Reporting Persons CVC European Equity Partners IV (C) L.P.		
	2	Check the Appropriate Box if a Market (a) (b)	Member of a Group o x	
	3	SEC Use Only		
	4	Source of Funds		
		Not applicable		
	5	Check if Disclosure of Legal Pro	ceedings Is Required Pursuant to Items 2(d) or 2(e) o	
	6	Citizenship or Place of Organiza	tion	
		Cayman Islands		
		7	Sole Voting Power	
NT 1 C			0	
Number of Shares Beneficially		8	Shared Voting Power 24,313,213	
Owned by Each Reporting Person Wit	h	9	Sole Dispositive Power 0	
Terson wit	11	10	Shared Dispositive Power 24,313,213	
	11	Aggregate Amount Beneficially 24,313,213	Owned by Each Reporting Person	
	12	Check Box if the Aggregate Ame	ount in Row (11) Excludes Certain Shares o	
	13	Percent of Class Represented by Amount in Row (11) 17.6%		
	14	Type of Reporting Person PN; HC		

### CUSIP No. 91336L107

1	Name of Reporting Person CVC European Equity Par			
2	Check the Appropriate Bo (a) (b)	x if a Member of a Group o x		
3	SEC Use Only			
4	Source of Funds			
	Not applicable			
5	Check if Disclosure of Leg	gal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of Or	ganization		
	Cayman Islands			
	7	Sole Voting Power		
		0		
Number of Shares	8	Shared Voting Power		
Beneficially Owned by		24,313,213		
Each	9	Sole Dispositive Power		
Reporting Person With		0		
Terson with	10	Shared Dispositive Power 24,313,213		
11	Aggregate Amount Benefi 24,313,213	cially Owned by Each Reporting Person		
12	Check Box if the Aggrega	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represen 17.6%	Percent of Class Represented by Amount in Row (11) 17.6%		
14	Type of Reporting Person PN; HC			

	1	Name of Reporting Persons CVC European Equity Partners IV (E) L.P.		
ž	2	Check the Appropriate Box if a Market (a) (b)	lember of a Group o x	
	3	SEC Use Only		
4	4	Source of Funds		
		Not applicable		
:	5	Check if Disclosure of Legal Proc	eedings Is Required Pursuant to Items 2(d) or 2(e)	o
(	6	Citizenship or Place of Organizati	on	
		Cayman Islands		
		7	Sole Voting Power	
N. 1 C			0	
Number of Shares		8	Shared Voting Power	
Beneficially Owned by	/		24,313,213	
Each		9	Sole Dispositive Power	
Reporting Person With	h		0	
	-	10	Shared Dispositive Power 24,313,213	
	11	Aggregate Amount Beneficially C 24,313,213	Owned by Each Reporting Person	
	12	Check Box if the Aggregate Amo	unt in Row (11) Excludes Certain Shares o	
	13	Percent of Class Represented by Amount in Row (11) 17.6%		
	14	Type of Reporting Person PN; HC		

### CUSIP No. 91336L107

1		Name of Reporting Persons CVC European Equity Partners Tandem Fund (A) L.P.						
2	Check the Appro (a) (b)	priate Box if a Mo	ember of a Group  o x					
3	SEC Use Only							
4	Source of Funds	Source of Funds						
	Not applicable	Not applicable						
5	Check if Disclose	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o						
6	Citizenship or Pl	Citizenship or Place of Organization						
	Cayman Islands							
	7		Sole Voting Power					
N			0					
Number of Shares Beneficially Owned by	8		Shared Voting Power 24,313,213					
Each Reporting Person With	9		Sole Dispositive Power 0					
	10	)	Shared Dispositive Power 24,313,213					
11	Aggregate Amou 24,313,213	Aggregate Amount Beneficially Owned by Each Reporting Person 24,313,213						
12	Check Box if the	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o						
13	Percent of Class 17.6%	Percent of Class Represented by Amount in Row (11) 17.6%						
14	Type of Reporting Person PN; HC							

1		Name of Reporting Persons CVC European Equity Partners Tandem Fund (B) L.P.						
2		Check the Appropriate Box if a Member of a Group						
		(a)	0					
		(b)	X					
3		SEC Use Only						
4		Source of Funds						
		Not applicable						
5		Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o						
6		Citizenship or Place of Organization						
		Cayman Islands						
		7	Sole Voting Power					
			0					
Number of		0	ol 137 c p					
Shares Beneficially		8	Shared Voting Power 24,313,213					
Owned by								
Each Reporting		9	Sole Dispositive Power 0					
Person With			U					
		10	Shared Dispositive Power 24,313,213					
11		Aggregate Amount Beneficially Owned by Each Reporting Person 24,313,213						
12	,	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o						
13	i	Percent of Class Represented by Amount in Row (11) 17.6%						
14								

1		Name of Reporting Persons CVC European Equity Partners Tandem Fund (C) L.P.						
2		Check the Appropriate I (a) (b)	Box if a Me	ember of a Group  o x				
3		SEC Use Only						
4		Source of Funds						
		Not applicable						
5		Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o						
6		Citizenship or Place of Organization						
		Cayman Islands						
		7		Sole Voting Power				
N				0				
Number of Shares Beneficially Owned by		8		Shared Voting Power 24,313,213				
Each Reporting Person With		9		Sole Dispositive Power 0				
		10		Shared Dispositive Power 24,313,213				
11		Aggregate Amount Bene 24,313,213	mount Beneficially Owned by Each Reporting Person					
12		Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o						
13		Percent of Class Represented by Amount in Row (11) 17.6%						
Type of Reporting Person PN; HC								

#### EXPLANATORY NOTE

The following constitutes Amendment No. 1 ( Amendment No. 1 ) to the statement on Schedule 13D previously filed by the undersigned with the Securities and Exchange Commission (the SEC ) on July 1, 2015 (the Original 13D and, as amended through the date hereof, the Schedule 13D ). The Schedule 13D remains in full force and effect, except as specifically amended by this Amendment No. 1. The Schedule 13D is filed by the Reporting Persons as defined in Item 2(a) of the Original 13D. The Schedule 13D relates to shares of common stock, par value \$0.01 (the Common Stock ), of Univar Inc., a Delaware corporation (the Issuer ).

#### Item 5. Interest in Securities of the Issuer

(a), (b) The Reporting Persons may be deemed to beneficially own in the aggregate 24,313,213 shares of Common Stock. Based upon a total of 137,987,407 outstanding shares of Common Stock as of April 18, 2016, as reflected in the Issuer s Form 10-Q filed on May 5, 2016, the Reporting Persons shares represent approximately 17.6% of the outstanding shares of Common Stock.

All 24,313,213 shares of Common Stock reported are directly owned by Univar N.V. (the Stockholder ).

Ulysses Luxembourg and Ulysses Finance collectively own indirectly all of the equity interests of Univar N.V. and therefore may be deemed to beneficially own shares held by Univar N.V.

Ulysses Participation owns a majority of the equity interests of each of Ulysses Luxembourg and Ulysses Finance and therefore may be deemed to beneficially own shares held by each of them.

The Fund Partnerships collectively own all of the equity interests of Ulysses Participation. As a result, the Fund Partnerships could be deemed to beneficially own all of the shares owned by Univar N.V.

The Fund Partnerships each have a general partner, which general partners are one of the General Partners. By virtue of their relationship to the Limited Partnerships, the General Partners may be deemed to beneficially own shares held by Univar N.V.

Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein.

(c) On June 3, 2016, the Stockholder sold 4.5 million shares of Common Stock at a price of \$17.55 in a privately-negotiated transaction.

#### **SIGNATURES**

After reasonable inquiry and to the best of each of the undersigned sknowledge and belief, each of the undersigned, severally and not jointly, certified that the information set forth in this statement is true, complete and correct.

Dated: June 7, 2016

UNIVAR N.V.

By: /s/ Henk Schop

Name: Henk Schop Title: Director

ULYSSES LUXEMBOURG S.A R.L.

By: /s/ Emanuela Brero

Name: Emanuela Brero Title: Director

ULYSSES FINANCE S.A R.L.

By: /s/ Emanuela Brero

Name: Emanuela Brero Title: Director

ULYSSES PARTICIPATION S.A R.L.

By: /s/ Emanuela Brero

Name: Emanuela Brero Title: Director

CVC EUROPEAN EQUITY IV (AB) LIMITED

By: /s/ Carl John Hansen

Name: Carl John Hansen

Title: Director

CVC EUROPEAN EQUITY IV (CDE) LIMITED

By: /s/ Carl John Hansen

Name: Carl John Hansen

Title: Director

CVC EUROPEAN EQUITY TANDEM GP LIMITED

By: /s/ Carl John Hansen

Name: Carl John Hansen

Title: Director

#### CVC EUROPEAN EQUITY PARTNERS IV (A) L.P.

By: CVC European Equity IV (AB) Limited, its general partner

By: /s/ Carl John Hansen

Name: Carl John Hansen

Title: Director

CVC EUROPEAN EQUITY PARTNERS IV (B) L.P.

By: CVC European Equity IV (AB) Limited, its general partner

By: /s/ Carl John Hansen

Name: Carl John Hansen

Title: Director

CVC EUROPEAN EQUITY PARTNERS IV (C) L.P.

By: CVC European Equity IV (CDE) Limited, its general partner

By: /s/ Carl John Hansen

Name: Carl John Hansen

Title: Director

CVC EUROPEAN EQUITY PARTNERS IV (D) L.P.

By: CVC European Equity IV (CDE) Limited, its general partner

By: /s/ Carl John Hansen

Name: Carl John Hansen

Title: Director

CVC EUROPEAN EQUITY PARTNERS IV (E) L.P.

By: CVC European Equity IV (CDE) Limited, its general partner

By: /s/ Carl John Hansen

Name: Carl John Hansen

Title: Director

#### CVC EUROPEAN EQUITY PARTNERS TANDEM FUND (A) L.P.

By: CVC European Equity Tandem GP Limited, its general partner

By: /s/ Carl John Hansen

Name: Carl John Hansen

Title: Director

CVC EUROPEAN EQUITY PARTNERS TANDEM FUND (B) L.P.

By: CVC European Equity Tandem GP Limited, its general partner

By: /s/ Carl John Hansen

Name: Carl John Hansen

Title: Director

CVC EUROPEAN EQUITY PARTNERS TANDEM FUND (C) L.P.

By: CVC European Equity Tandem GP Limited, its general partner

By: /s/ Carl John Hansen

Name: Carl John Hansen

Title: Director