

Connolly John P.  
Form 4  
February 21, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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 Number: 3235-0287  
Expires: January 31, 2015  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Connolly John P.

2. Issuer Name and Ticker or Trading Symbol  
Element Solutions Inc [ESI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/19/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

C/O ELEMENT SOLUTIONS  
INC, 1450 CENTREPARK BLVD,  
SUITE 210

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				Code	V Amount (D) Price			
Common Stock, par value \$0.01 per share	02/19/2019		M		5,149 A	\$ 20,286	D	
Common Stock, par value \$0.01 per share	02/20/2019		F		1,707 (2) D	\$ 11.34 18,579	D	

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	\$ 0 <u>(3)</u>	02/19/2019		M		<u>(3)</u>	<u>(3)</u>	Common Stock	5,149 <u>(3)</u>
Performance Stock Units	\$ 0 <u>(4)</u>	02/20/2019		A	19,107	<u>(4)</u>	<u>(4)</u>	Common Stock	19,107
Incentive Stock Option (Right to Buy)	\$ 11.34	02/20/2019		A	8,818	<u>(5)</u>	<u>(5)</u>	Common Stock	8,818
Non-Qualified Stock Option (Right to Buy)	\$ 11.34	02/20/2019		A	12,056	<u>(5)</u>	<u>(5)</u>	Common Stock	12,056

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Connolly John P. C/O ELEMENT SOLUTIONS INC 1450 CENTREPARK BLVD, SUITE 210 WEST PALM BEACH, FL 33401			Chief Financial Officer	

## Signatures

/s/ John P.  
Connolly

02/21/2019

Date

\*\*Signature of Reporting Person

## 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).

## Edgar Filing: Connolly John P. - Form 4

- (1) This transaction represents the settlement of 5,149 restricted stock units ("RSUs") previously reported on 2/21/2018 which vested on 2/19/2019. Each RSU represented a contingent right to receive one share of the Issuer's common stock.
- (2) This number represents shares of the Issuer's common stock withheld to satisfy the tax withholding obligations due upon the vesting of the RSUs described in footnote 1 above.
- (3) As previously reported on 2/21/2018, this RSU grant vests in 1/3 annual increments since 2/19/2018, subject to continuous service. Each RSU represents a contingent right to receive one share of the Issuer's common stock.  
  
Each performance restricted stock unit represents a contingent right to receive one share of common stock of the Issuer, subject to the
- (4) achievement of certain adjusted EBITDA compound annual growth and adjusted earnings per share goals for the performance period ending 12/31/2021. The number of shares reported in Column 7 will range from zero to 28,661 shares.
- (5) 1/3 of each of these options will vest annually on February 20th over the next three years.

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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