

Dorman Carey J.
Form 4
March 19, 2019

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dorman Carey J.

(Last) (First) (Middle)

ELEMENT SOLUTIONS INC, 1450
CENTREPARK BLVD, SUITE 210

(Street)

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 or (D) Price | | | |
| Common Stock, par value \$0.01 per share | 03/15/2019 | | M | | 13,444 (1) | A | (1) 15,353 | D |
| Common Stock, par value \$0.01 per share | 03/15/2019 | | M | | 4,151 (2) | A | (2) 19,504 | D |
| Common Stock, par value \$0.01 per share | 03/18/2019 | | F | | 6,775 (3) | D | \$ 10.51 12,729 | D |

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

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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) | 8. An or Nu of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Performance Stock Units | \$ 0 | 03/15/2019 | | M | 13,444 | (1) (1) | Common Stock | 13 |
| Restricted Stock Units | \$ 0 | 03/15/2019 | | M | 4,151 | (2) (2) | Common Stock | 4 |
| Non-Qualified Stock Options (Right to Buy) | \$ 10.59 | 03/15/2019 | | A | 19,380 | (4) (4) | Common Stock | 19 |
| Performance Stock Units | \$ 0 | 03/15/2019 | | A | 17,312 | (5) (5) | Common Stock | 17 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dorman Carey J.
ELEMENT SOLUTIONS INC
1450 CENTREPARK BLVD, SUITE 210
WEST PALM BEACH, FL 33401

Chief Financial Officer

Signatures

/s/ Carey J.

Dorman

03/19/2019

**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).

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- This transaction represents the settlement of performance restricted stock units ("PRSUs") previously reported on 3/12/19 which vested on 3/15/19 upon achievement by the Issuer of certain performance levels based on the Issuer's (i) return on invested capital, as measured from 1/1/16 to 12/31/18, and (ii) annual compound total shareholder return, as measured from 3/16/16 to 3/15/19. Each PRSU represented a contingent right to receive on average between one and 2.5 shares of the Issuer's common stock.
- (1) This transaction represents the settlement of 4,151 restricted stock units ("RSUs") previously reported on 3/12/19 which vested on 3/15/19. Each RSU represented a contingent right to receive one share of the Issuer's common stock.
 - (2) This number represents the aggregate number of shares of the Issuer's common stock delivered solely to satisfy the tax withholding obligations due upon the vesting of the PRSUs and RSUs described above.
 - (3) 1/3 of each of these options will vest annually on March 15th over the next three years.

- Each PRSU represents a contingent right to receive between one and 1.5 shares of common stock of the Issuer, subject to the achievement of certain adjusted EBITDA compound annual growth and adjusted earnings per share goals for the performance period ending 12/31/21. The number of shares reported in Column 7 will range from zero to 25,968 shares.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.