
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **September 12, 2018**

Venator Materials PLC

(Exact name of registrant as specified in its charter)

England and Wales
(State or Other Jurisdiction
of Incorporation)

001-38176
(Commission File Number)

98-1373159
(IRS Employer
Identification No.)

**Titanium House, Hanzard Drive, Wynyard Park,
Stockton-On-Tees, TS22 5FD, United Kingdom**
(Address of Principal Executive Offices)
(Zip Code)

Registrant's telephone number, including area code: **+44 (0) 1740 608 001**

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On September 12, 2018, Venator Materials PLC issued a press release discussing its intentions regarding its Pori, Finland manufacturing facility.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K under this heading, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Number</u>	<u>Description of Exhibits</u>
99.1	Press Release dated September 12, 2018 regarding Pori, Finland manufacturing facility

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VENATOR MATERIALS PLC

/s/ SEAN PETTEY

Assistant Secretary

Dated: September 12, 2018


 NEWS RELEASE


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FOR IMMEDIATE RELEASE

September 12, 2018

Venator to Close Pori, Finland TiO₂ Facility, Transfer Technology To Other Sites and Strengthen Existing Network

Highlights

- Venator intends to close its Pori, Finland TiO₂ manufacturing facility, transfer technology to other sites and strengthen its existing network, reestablishing its specialty and differentiated production capabilities
- Pori facility to continue to operate with up to approximately 25kt capacity (20% of site), with production reducing during the transition period which is expected to last through 2021
- Venator to restore approximately 45kt of the former Pori specialty and differentiated operating capacity at other sites, generating approximately \$30 million of annual adjusted EBITDA in 2020(1) and more than \$60 million in 2023(1)

WYNYARD, UK - Venator Materials PLC (“Venator”) (NYSE: VNTR) today announced the completion of the strategic review of its Pori, Finland TiO₂ manufacturing facility.

As a result of unanticipated cost escalation and extended timeline now understood to be associated with the reconstruction of the Pori, Finland TiO₂ facility, Venator will transfer certain technology, and the production of select product grades, to other facilities within its current manufacturing network, which will become more efficient with greater flexibility. The Pori, Finland facility will continue to operate at reduced rates through the transition period, which is expected to last through 2021.

Simon Turner, President and CEO of Venator, commented:

“Following an intense review, we have decided to close our Pori, Finland titanium dioxide facility and implement this product transfer and strengthening plan. We expect this plan to provide a better economic return than alternative options while maintaining the quality of Venator’s specialty and differentiated business in order to service our valued customers.

“Closing the site is the best decision for the long-term success of our business, as we expect to restore the majority of our specialty and differentiated earnings formerly generated by Pori, using our existing facilities. We also believe doing so will preserve our financial flexibility and improve our ability to deliver free cash flow throughout the cycle.

“We recognize and regret the impact this decision will have on our associates at Pori. We will treat them with fairness and respect consistent with our values and established practices.”

(1) Mid-cycle EBITDA estimate based on the timing of plant commissioning

Conference Call Information

We will hold a conference call to discuss the completion of the review of our Pori, Finland reconstruction project on Wednesday, September 12, 2018 at 9:00 a.m. ET.

Call-in numbers for the conference call:	
U.S. participants	1-833-366-1118
International participants	1-412-902-6770
(No passcode required)	

In order to facilitate the registration process, you may use the following link to pre-register for the conference call. Callers who pre-register will be given a unique PIN and separate call-in number to gain immediate access to the call and bypass the live operator. To pre-register, please go to:

<http://dpreister.com/10123945>

Webcast Information

The conference call will be available via webcast and can be accessed from the company's website at venatorcorp.com/investor-relations.

Replay Information

The conference call will be available for replay beginning September 12, 2018 and ending September 19, 2018.

Call-in numbers for the replay:	
U.S. participants	1-877-344-7529
International participants	1-412-317-0088
Passcode	10123945

About Venator

Venator is a global manufacturer and marketer of chemical products that comprise a broad range of pigments and additives that bring color and vibrancy to buildings, protect and extend product life, and reduce energy consumption. We market our products globally to a diversified group of industrial customers through two segments: Titanium Dioxide, which consists of our TiO₂ business, and Performance Additives, which consists of our functional additives, color pigments, timber treatment and water treatment businesses. We operate 25 facilities, employ approximately 4,500 associates worldwide and sell our products in more than 110 countries.

Social Media:

Twitter: www.twitter.com/VenatorCorp

Facebook: www.facebook.com/venatorcorp

LinkedIn: www.linkedin.com/company/venator-corp

Cautionary Statement Concerning Forward-Looking Statements

Certain statements contained in this press release constitute “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements represent Venator’s expectations or beliefs concerning future events, and it is possible that the expected results described in this press release will not be achieved. These forward-looking statements are subject to risks, uncertainties and other factors, many of which are outside of Venator’s control, that could cause actual results to differ materially from the results discussed in the forward-looking statements, including our ability to transfer technology and manufacturing capacity from our Pori, Finland manufacturing facility to other sites in our manufacturing network, the costs associated with such transfer, losses due to business interruption from the fire, the possibility that Tronox may not be required to divest the Ashtabula complex in connection with its proposed merger with Cristal, the failure to consummate the proposed Tronox transactions when expected or at all, the possibility that any synergies and cost savings associated with the proposed Tronox transactions may not be fully realized or may take longer to realize than expected, or the ability to integrate successfully the Ashtabula assets if acquired.

Any forward-looking statement speaks only as of the date on which it is made, and, except as required by law, Venator does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. New factors emerge from time to time, and it is not possible for Venator to predict all such factors. When considering these forward-looking statements, you should keep in mind the risk factors and other cautionary statements in Venator’s Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC, and in its Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. The risk factors and other factors noted therein could cause its actual results to differ materially from those contained in any forward-looking statement.