

OMB APPROVAL	
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Huntsman CORP</u> <hr/> (Last) (First) (Middle) 10003 WOODLOCH FOREST DRIVE <hr/> (Street) THE WOODLANDS TX 77380 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Venator Materials PLC [ VNTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price				

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Post-paid share sale contract	(I)	12/03/2018		J <sup>(1)</sup>		4,334,389 <sup>(1)</sup>		(I)	(I)	Ordinary Shares	4,334,389	(I)	4,334,389	I	See Footnote <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
Huntsman CORP  


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 (Last) (First) (Middle)  
 10003 WOODLOCH FOREST DRIVE  


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 (Street)  
 THE WOODLANDS TX 77380  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Huntsman (Holdings) Netherlands B.V.  


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 (Last) (First) (Middle)  
 10003 WOODLOCH FOREST DRIVE  


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 (Street)  
 THE WOODLANDS TX 77380  


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 (City) (State) (Zip)

**Explanation of Responses:**

1. On December 3, 2018, Huntsman (Holdings) Netherlands B.V. ("Huntsman Holdings") entered into a post-paid share sale transaction (the "Transaction") with Bank of America N.A. ("Dealer"). Pursuant to the Transaction, Huntsman Holdings sold an aggregate of 4,334,389 Ordinary Shares to Dealer at a price to be determined based on the average of the daily volume weighted average price of the Ordinary Shares over an agreed period. The Transaction immediately allows the Huntsman Corporation ("Huntsman") to deconsolidate Venator Materials PLC. Huntsman Holdings delivered the Ordinary Shares to the Dealer on or about December 3, 2018. Payment by Dealer to Huntsman Holdings for the Ordinary Shares will occur in increments during the first quarter of 2019.

2. This Form 4 is being filed jointly by (i) Huntsman Holdings, a direct wholly-owned subsidiary of Huntsman International LLC, which is a direct wholly-owned subsidiary of Huntsman, and (ii) Huntsman.

/s/ Huntsman Corporation, by 12/03/2018  
Rachel K. Muir

/s/ Huntsman (Holdings)  
Netherlands B.V., by Rachel 12/03/2018  
K. Muir

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**