FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burd	len							
hours per response:	0.5							

> 7. Nature of Indirect Beneficial

Ownership (Instr. 4)

11. Nature of Indirect Beneficial (Instr. 4)

Footnote⁽²⁾

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

					OF	Seci	ion 30(n) of	tne in	vestment C	omp	oany A	Ct Of 1	940								
Name and Address of Reporting Person* Huntsman CORP					Issuer Name and Ticker or Trading Symbol Venator Materials PLC [VNTR]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
_						3. Date of Earliest Transaction (Month/Day/Year)									Director		X				
l							/2018				,	,			Officer (g below)	ive title		Other below)	(specify		
l	,	•	,																		
10003 WOODLOCH FOREST DRIVE 4. If					I. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable							
(Stroot)					-									Line)	Form file	d by On	o Bon	ortina Dom	on		
(Street)															Form filed by One Reporting Person Form filed by More than One Reporting						
THE WOODLANDS TX 77380														X	Person	a by wo	ie iliai	i Olie Ket	orting		
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(City)	(Stat	te)	(Zip)																		
		Tal	ole I - Non	-Deri	vativ	ve S	ecurities	Acq	uired, D	ispo	osed	of, o	r Ben	eficially	Owned						
1. Title of Sec	urity (Instr	. 3)	2. Da	Transa te	ction		2A. Deemed Execution D				curities Acquired osed Of (D) (Instr.			5. Amount of Securities		6. Ownership Form: Direct		7. Nature of Indirec			
			(M	onth/D	ay/Ye				Code (Ins 8)	tr.	tr. and 5)				Beneficially Owned Following Reported		(D) or Indirect (I) (Instr. 4)		Beneficia Ownershi (Instr. 4)		
						(Month/Day/Tear)			-/	+				$\overline{}$							
									Code	v	Amou	ınt (A)		Price	Transaction(s)						
												(-,		(Instr. 3 ar	nd 4)						
			Table II -				ecurities <i>i</i> alls, warra							•	d						
1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date	4. Transac			5. Number of		6. Date Exercisab		le and	7. Title and Amount			8. Price of Derivative	9. Number of derivative		10. Ownership	11. Nature		
Security (Instr. 3)	or Exercise		any	8)	8)		Derivative Securities Acquired (A) or		Expiration Date (Month/Day/Year)		rear) De	Securities Underlyin Derivative Security (Security	Securitie	es	Form:	Beneficial		
Price of Derivative			(Month/Day/Ye	ar)			Disposed of (D) (Instr. 3, 4 and 5)					and 4)			Owne Follo Repo	Benefici Owned	- 1	Direct (D) or Indirect	Ownership (Instr. 4)		
Security														Amount or		Followin Reporte	ed	(I) (Instr. 4)	l		
				Code		,	(A)	(D)	Date Exercisable	Expi	oiration te	Title	Number of Shares		Trans. (Instr.		tion(s)				
Post-paid share				-	-			<u> </u>				Ordi	nary						See		
sale contract	(1)	12/03/2018		1,	(1)		4,334,389 ⁽¹⁾		(1)	'	(1)		ares	4,334,389	(1)	4,334	,389	I	Footnote ⁽²		
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Explanation of Responses:

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