

OMB Number: 3235-0287

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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

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Patrick Kathy Dawn</u></p> <hr/> <div style="display: flex; justify-content: space-between;"> (Last) (First) (Middle) </div> <p><u>10001 WOODLOCH FOREST DRIVE</u></p> <p><u>SUITE 600</u></p> <hr/> <p>(Street)</p> <div style="display: flex; justify-content: space-between;"> <u>THE</u> <u>TX</u> <u>77380</u> </div> <p><u>WOODLANDS</u></p> <hr/> <div style="display: flex; justify-content: space-between;"> (City) (State) (Zip) </div>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Venator Materials PLC [VNTR]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>10/31/2018</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <div style="display: flex; justify-content: space-between;"> <div><input checked="" type="checkbox"/> Director</div> <div>10% Owner</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Officer (give title below)</div> <div>Other (specify below)</div> </div> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <div style="display: flex; justify-content: space-between;"> <div><input checked="" type="checkbox"/></div> <div>Form filed by One Reporting Person</div> </div> <div style="display: flex; justify-content: space-between;"> <div></div> <div>Form filed by More than One Reporting Person</div> </div>
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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			
Common Stock	10/31/2018		P		20,000	A	\$6.7599 ⁽¹⁾	24,500	D	

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	Amount or Number of Shares				

Explanation of Responses:

1. The price reported in Column 4 line 1 of Table I is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.735 to \$6.78 per share. The Reporting Person has provided to the Issuer, and undertakes to provide to any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in Footnote (1) to this Form 4.

Remarks:

/s/Kathy Dawn Patrick, by
Sean Pettey, as Attorney-in- 11/01/2018
Fact

** 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.