

Capps John Edward
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 *
Capps John Edward

(Last) (First) (Middle)

C/O 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)
EVP, General Counsel & Sec.

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 (A) or (D) Price		
Common Stock, par value \$0.01 per share	03/15/2019		M		41,886 ⁽¹⁾ A <u>(1)</u> 300,558	D	
Common Stock, par value \$0.01 per share	03/15/2019		M		13,130 ⁽²⁾ A <u>(2)</u> 313,688	D	
Common Stock, par value \$0.01	03/18/2019		F		21,948 ⁽³⁾ D \$ 291,740 10.45	D	

per share

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Stock Units	\$ 0	03/15/2019		M	41,886	(1)	(1)	Common Stock	41,886
Restricted Stock Units	\$ 0	03/15/2019		M	13,130	(2)	(2)	Common Stock	13,130

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Capps John Edward
C/O ELEMENT SOLUTIONS INC
1450 CENTREPARK BLVD, SUITE 210
WEST PALM BEACH, FL 33401

EVP, General Counsel & Sec.

Signatures

/s/ John E. Capps
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).

(1) This transaction represents the settlement of performance restricted stock units ("PRSUs") previously reported on 6/10/16 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 5/31/16 to 3/15/19. Each PRSU represented

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a contingent right to receive on average between one and 2.5 shares of the Issuer's common stock.

- (2) This transaction represents the settlement of 13,130 restricted stock units ("RSUs") previously reported on 6/10/16 which vested on 3/15/19. Each RSU represented a contingent right to receive one share of the Issuer's common stock.
- (3) 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.

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

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