

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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>Smith Kristina A.</u> (Last) (First) (Middle) <u>C/O NEXEO SOLUTIONS, INC.</u> <u>3 WATERWAY SQUARE PLACE, SUITE 1000</u> (Street) <u>THE</u> <u>TX</u> <u>77380</u> <u>WOODLANDS</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nexeo Solutions, Inc. [NXEO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>See Remarks</u>	
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/17/2016</u>		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
	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	Amount or Number of Shares				
Deferred Payment Right	(I)	11/17/2016		J			26,341 ⁽¹⁾	(I)	06/30/2021	Common Stock	284,825	\$0	284,825	I	See Footnote ⁽²⁾

Explanation of Responses:

1. On June 9, 2016, Nexeo Holdco, LLC, a Delaware limited liability company (the "Management Company"), received, among other things, 311,166 deferred payment rights as consideration in connection with the closing of the business combination of WL Ross Holding Corp. and Nexeo Solutions Holdings, LLC (the "Business Combination"). In connection with the execution of the Purchase Price Adjustment Confirmation Letter on November 17, 2016, the total consideration payable to the selling equityholders, including the Management Company, was adjusted downward, resulting in a decrease in the total number of deferred payment rights due to the Management Company to 284,825.

2. The Reporting Person holds a direct membership interest in the Management Company. The Reporting Person disclaims beneficial ownership of all securities reported except to the extent of such Reporting Person's pecuniary interest therein.

Remarks:

Vice President and Chief Accounting Officer

/s/ Kristina A. Smith, by
Michael B. Famell, Jr., as 11/21/2016
Attorney-in-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.