

**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

<b>1. Name and Address of Reporting Person*</b> <u>Farnell Michael B. Jr.</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)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Nexeo Solutions, Inc. [ NXEO ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X See Remarks
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>01/31/2017</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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				
Performance Share Unit	(I)	01/31/2017		A	40,000	(I) 06/30/2019	Common Stock 40,000	\$0	40,000	D	

**Explanation of Responses:**

1. Performance Share Units granted pursuant to the Nexeo Solutions, Inc. 2016 Long Term Incentive Plan. Each Performance Share Unit represents a contingent right to receive a certain number of shares of the Issuer's common stock, to be determined based upon the attainment of certain performance goals set forth in the Performance Share Unit Agreement, dated January 31, 2017, by and between the Issuer and the Reporting Person, for the performance period beginning on July 1, 2016 and ending June 30, 2019. The vesting of the Reporting Person's Performance Share Units is tied to the market price of the Issuer's common stock during the performance period (and in some cases, the Issuer's Adjusted EBITDA achievement), as well as the satisfaction of certain time-based vesting conditions during the period beginning on the date of grant and ending on the date of settlement of the Performance Share Unit. These achievements may result in a payout ranging between 0% and 200% of the target.

**Remarks:**

Executive Vice President, Chief Administrative Officer and Secretary

/s/ Michael B. Farnell, Jr.

02/02/2017

\*\* 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.