

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 28, 2017**

NEXEO SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-36477

(Commission File Number)

46-5188282

(IRS Employer Identification
No.)

3 Waterway Square Place, Suite 1000

The Woodlands, Texas

(Address of principal executive offices)

77380

(Zip Code)

Registrant's telephone number, including area code: **(281) 297-0700**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 28, 2017, following his confirmation as the Secretary of Commerce of the United States, Mr. Wilbur L. Ross, Jr. resigned from the Board of Directors (the “Board”) of Nexeo Solutions, Inc. (the “Company”). Mr. Ross did not resign as a result of any disagreement with the Company. Mr. Ross was the Chairman of the Board.

On March 6, 2017, the Board appointed Robert J. Zatta to the Board to fill the vacancy created by Mr. Ross’ resignation. Mr. Zatta is a Class III director with his term expiring at the Company’s 2019 annual meeting of stockholders. The Board has not yet appointed Mr. Zatta to serve on any committees of the Board. In addition, on March 6, 2017, the Board appointed Dan F. Smith as the new Chairman of the Board.

Mr. Zatta, age 67, has been an Independent Director of Innophos Holdings, Inc. since January 11, 2016, where he also serves on the Compensation Committee and as Chairman of the Audit Committee. Previously, he served as the Chief Financial Officer of Rockwood Holdings, Inc., a publicly-traded specialty chemicals company, from April 2001 until January 2015, when Rockwood Holdings, Inc. was acquired by Albemarle Corporation. From July 2014 until January 2015, he also served as the Acting Chief Executive Officer of Rockwood Holdings, Inc. Prior to joining Rockwood, he spent twelve years with the Campbell Soup Company, where he held several significant financial management positions, including his final position as Vice President responsible for Corporate Development and Strategic Planning. Prior to joining Campbell Soup Company in 1990, he worked for General Foods Corporation and Thomas J. Lipton, Inc. He also served as a Member of the Supervisory Board at CeramTec GmbH. He is a Member of the Board of Trustees at Merrimack College and serves as Chairman of the Audit and Risk Management Committee. Mr. Zatta has a B.S. in Business Administration from Merrimack College and an M.B.A. in Finance from Fairleigh Dickinson University.

His significant industry experience allows him to provide instrumental leadership and strategic business planning experience to our Board.

There are no arrangements or understandings between Mr. Zatta and any other person pursuant to which he was elected to the Board other than Mr. Zatta has been appointed to the Board by WL Ross Sponsor LLC (“WLRS”) in accordance with the terms of the Shareholders’ and Registration Rights Agreement dated March 21, 2016 by and among WLRS, the Company and Nexeo Holdco, LLC.

Mr. Zatta is expected to enter into an indemnification agreement with the Company similar to the indemnification agreements that the Company has entered into with its other directors. The Board has determined that Mr. Zatta is an independent director under the rules of NASDAQ. He will receive the standard non-executive director compensation as more fully described in the Company’s Proxy Statement dated December 15, 2016 under the heading “Executive and Director Compensation-Directors Fees”.

A copy of the press release issued by the Company on March 6, 2017 related to these matters is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release issued by the Company on March 6, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEXEO SOLUTIONS, INC.

By: /s/ Michael B. Farnell, Jr.

Michael B. Farnell, Jr.

Executive Vice President and Chief Administrative Officer

Dated: March 6, 2017

Exhibit Index

Exhibit	Description
99.1	Press Release issued by the Company March 6, 2017



Nexeo Solutions Announces Board Changes Following Resignation of Wilbur L. Ross, Jr. from the Board of Directors

Nexeo Solutions Announces Dan F. Smith as New Chairman

THE WOODLANDS, Texas, March 06, 2017 - Nexeo Solutions, Inc. (NASDAQ:NXEO), a leader in chemicals and plastics distribution, announced today that the Board appointed Dan F. Smith as the new Chairman of the Board following the resignation of Wilbur L. Ross, Jr. from Board of Directors. Mr. Ross resigned as a result of his recent confirmation and swearing in as the United States Secretary of Commerce.

"I appreciate all the support Wilbur provided to Nexeo Solutions and me personally during the SPAC process to take the company public. I respect his decision given his future undertaking," said Nexeo Solutions' President and CEO, David Bradley. "I am excited to have Dan as our Chairman, given his history and industry knowledge. He continues to be an advisor to me and my leadership team as we pursue our vision, defining distribution."

In addition, the Board appointed Robert J. Zatta to the Board to fill the vacancy created by Mr. Ross' resignation. Previously, he served as the Chief Financial Officer of Rockwood Holdings, Inc., a publicly-traded specialty chemicals company, from April 2001 until January 2015, when Rockwood Holdings, Inc. was acquired by Albemarle Corporation.

"I am excited to serve as Chairman of the Board for Nexeo Solutions, now as a public company. I will continue to work closely with the team on progressing the company's strategic agenda," said Dan Smith, Chairman of the Board. "We are excited to welcome Bob to Nexeo Solutions board of directors and believe his strong experience in specialty chemicals will be extremely valuable as Nexeo Solutions continues to grow."

About Nexeo Solutions, Inc.

Nexeo Solutions is a leading global chemicals and plastics distributor, representing products from world-class producers to a diverse customer base. From product specification to sustainable solutions, the Company goes beyond traditional logistics to provide value-added services across many industries, including chemicals manufacturing, oil and gas, coatings, personal care, healthcare, automotive and 3D printing. The Company leverages a centralized technology platform to identify efficiencies and create solutions to unlock value for suppliers and customers. Learn more at www.nexeosolutions.com.

For Further Information Please Contact

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