

**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): **March 9, 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 1.01 Entry into a Material Definitive Agreement**

### ***Stock Purchase Agreement***

On March 9, 2017, Nexeo Solutions, Inc., a Delaware corporation (the “Company”), through its wholly owned subsidiaries, entered into a Stock Purchase Agreement (the “Stock Purchase Agreement”) to acquire (the “Ultra Chem Acquisition”) the equity interests of the Mexico City, Mexico based chemicals distribution business of Ultra Chem, S. de R.L. de C.V. and its related entities (collectively, “Ultra Chem”) from the Ultra Chem shareholders (the “Shareholders”).

At the closing of the Ultra Chem Acquisition, the Company will pay the Shareholders \$58 million, subject to certain adjustments based upon closing date cash, debt, and working capital. At the closing of the Ultra Chem Acquisition, a portion of the purchase price will be placed into escrow and will be released as prescribed by the terms of the Stock Purchase Agreement and the related acquisition agreements.

The Stock Purchase Agreement contains standard representations and warranties related to each party and covenants and agreements by each party, including, among other things, covenants (i) with respect to the conduct of the business of Ultra Chem during the period between the signing of the Stock Purchase Agreement and the closing of the Ultra Chem Acquisition and (ii) regarding using commercially reasonable efforts to obtain governmental and regulatory approvals and to take the actions necessary to consummate the Ultra Chem Acquisition. The Stock Purchase Agreement also contains certain indemnification rights with respect to, among other things, breaches of representations, warranties or covenants by the parties.

In addition, the Stock Purchase Agreement contains certain customary termination rights for both the Company and the Shareholders, including by (i) mutual consent of the parties; (ii) either party, if the transaction is enjoined or prohibited by governmental authorities; (iii) either party, if the closing shall not have occurred by July 15, 2017, unless the approval from the Mexican antitrust authority is required under Mexican antitrust law, in which case if the closing shall not have occurred by November 15, 2017; or (iv) a non-breaching party if there has been a material breach of certain representations, warranties or covenants made by a breaching party.

Closing of the Ultra Chem Acquisition is subject to customary closing conditions, including approval under Mexico’s Ley Federal de Competencia Económica to the extent such approval may be required. The Company anticipates that the Ultra Chem Acquisition will close during the second calendar quarter of 2017 and is expected to be financed with cash on hand and borrowings under the Company’s credit facilities. There can be no assurance that all of the conditions to closing the Ultra Chem Acquisition will be satisfied, or that the Ultra Chem Acquisition will be consummated.

## **Item 7.01 Regulation FD Disclosure**

On March 9, 2017, the Company announced the Ultra Chem Acquisition. Founded in 2000, Ultra Chem is a chemicals distribution company representing major global producers in Mexico and Latin America, with a leading position in specialty chemicals in the region. Based on information received from Ultra Chem, the Company believes Ultra Chem’s annual revenues to be approximately \$60 million and that its current margins are immediately accretive. The Company believes the Ultra Chem Acquisition is consistent with its M&A strategy of acquiring assets at multiples that are accretive to its financial metrics.

A copy of the Company’s press release, dated March 9, 2017, is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

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In accordance with General Instruction B.2 to Form 8-K, the information contained in this current report, including Exhibit 99.1 hereto, is being “furnished” to the Securities and Exchange Commission and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under such section. Furthermore, such information shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, unless specifically identified as being incorporated therein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit 99.1 Press Release issued by the Company on March 9, 2017

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## **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 9, 2017

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## Exhibit Index

Exhibit	Description
99.1	Press Release issued by the Company on March 9, 2017

## **Nexeo Solutions Continues to Build Capability in Specialty Chemicals with Agreement to Acquire Ultra Chem**

THE WOODLANDS, Texas, March 09, 2017 - Nexeo Solutions, Inc. (NASDAQ:NXEO), a leader in chemicals and plastics distribution, announced today it has entered into an agreement to acquire the Mexico City, Mexico based specialty chemicals distribution business of Ultra Chem, S. de R.L. de C.V. ("Ultra Chem"). Facilitated through a proprietary deal process, this acquisition reflects Nexeo Solutions' continued focus and commitment to expand its presence in specialty chemicals.

Ultra Chem represents major global producers in Mexico and Latin America, with a leading position in specialty chemicals in the region. Ultra Chem's sales team is composed of market focused technical experts who offer solutions for customers' problems utilizing a comprehensive and complementary product portfolio.

"Acquiring Ultra Chem is aligned with our strategic objectives and accomplishes two goals. It expands our overall specialty mix and extends our chemical reach into Mexico," said Nexeo Solutions' President and CEO, David Bradley. "Ultra Chem is a strong cultural fit with complementary end markets and current margins that are immediately accretive."

"This agreement is an important step in Ultra Chem's history and represents an undeniable acknowledgment of our people's talent and of our company's trajectory in the industry," according to Ultra Chem's Board. They continued, "We are very enthusiastic about the growth opportunities that this deal will create for our business in Mexico and in Latin America."

This acquisition is expected to close during the second calendar quarter of 2017 and is subject to customary closing conditions and regulatory approvals.

### **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](http://www.nexeosolutions.com).

### **About Ultra Chem**

Founded in 2000 in Mexico, Ultra Chem is a leader in sales, marketing and distribution of specialty chemicals. Ultra Chem offers a comprehensive product portfolio with a focus in various industries: Food and Beverage, Personal and Home Care, Industrial Chemicals, Plastics, Flexible Foam PU, Coatings, Paints, Inks and Adhesives. In 2016, Ultra Chem was listed by ICIS Chemical as one of the Top Distributors in the Industry. Learn more at [www.ultrachem.com.mx](http://www.ultrachem.com.mx).

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**Forward-Looking Statements**

This press release contains statements related to Nexeo Solutions, Inc.'s (the "Company") future plans and expectations and, as such, includes "forward-looking statements" within the meaning of the federal securities laws. Forward-looking statements are those statements that are based upon management's current plans and expectations as opposed to historical and current facts. Although the forward-looking statements contained in this press release reflect management's current assumptions based upon information currently available to management and based upon that which management believes to be reasonable assumptions, the Company cannot be certain that actual results will be consistent with these forward-looking statements. The Company's future results will depend upon various risks and uncertainties, including the closing of the acquisition of Ultra Chem and the risks and uncertainties discussed in the Company's SEC filings, including the sections entitled "Risk Factors" in such SEC filings. The Company does not intend to provide all information enclosed in this press release on an ongoing basis.

**For Further Information Please Contact**

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