

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>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)			2. Issuer Name and Ticker or Trading Symbol <u>Nexeo Solutions, Inc. [NXEO]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/02/2017</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) See Remarks	
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	11/02/2017		A		22,911 ⁽¹⁾	A	\$0	22,911	D	
Common Stock								1,791,182 ⁽²⁾	I	See Footnote ⁽³⁾

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$7.42	11/02/2017		A		68,733	(4)	11/02/2027	Common Stock	68,733	\$0	68,733	D	
Performance Share Unit	(5)	11/02/2017		A		22,911	(5)	09/30/2020	Common Stock	22,911	\$0	22,911	D	

Explanation of Responses:

- Shares of Restricted Stock granted pursuant to the terms of the Nexeo Solutions, Inc. 2016 Long Term Incentive Plan.
- Includes 268,433 shares of common stock subject to forfeiture on June 9, 2026 unless certain targets tied to the trading price of the Issuer's common stock are satisfied or the Issuer completes a liquidation, merger, stock exchange or similar transaction.
- On June 9, 2016, Nexeo Holdeo, LLC, a Delaware limited liability company (the "Management Company"), received 1,791,182 shares of common stock and 311,166 deferred payment rights as consideration in connection with the business combination of WL Ross Holding Corp. and Nexeo Solutions Holdings, LLC. 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.
- The option vests in three equal annual installments beginning on November 2, 2018.
- 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 November 2, 2017, by and between the Issuer and the Reporting Person, for the performance period beginning on October 1, 2017 to September 30, 2020. The vesting of the Reporting Person's Performance Share Units is tied to the return on invested capital during the performance period, 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.

11/06/2017

** 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.