

Gliklich Benjamin  
Form 4  
March 19, 2019

**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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gliklich Benjamin

(Last) (First) (Middle)

C/O ELEMENT SOLUTIONS  
INC, 1450 CENTREPARK BLVD,  
SUITE 210

(Street)

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Element Solutions Inc [ESI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/15/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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, par value \$0.01 per share | 03/15/2019                           |  | M                              |   | 50,159<br><u>(1)</u>  | A  | <u>(1)</u> 71,920                                     |
| Common Stock, par value \$0.01 per share | 03/15/2019                           |  | M                              |   | 15,723<br><u>(2)</u>  | A  | <u>(2)</u> 87,643                                     |
| Common Stock, par value \$0.01           | 03/15/2019                           |  | M                              |   | 50,000  | A  | <u>(3)</u> 137,643                                    |

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per share

Common

Stock, par value \$0.01 03/18/2019 per share

F 46,132 D \$ 91,511 D  
(4) 10.47

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Performance Stock Units                    | \$ 0   | 03/15/2019                           |  | M                              | 50,159  | (1)  | (1)   | Common Stock               | 50,159 |
| Restricted Stock Units                     | \$ 0   | 03/15/2019                           |  | M                              | 15,723  | (2)  | (2)   | Common Stock               | 15,723 |
| Performance Stock Units                    | \$ 0   | 03/15/2019                           |  | M                              | 50,000  | (3)  | (3)   | Common Stock               | 50,000 |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Gliklich Benjamin  
C/O ELEMENT SOLUTIONS INC  
1450 CENTREPARK BLVD, SUITE 210  
WEST PALM BEACH, FL 33401

Chief Executive Officer

## Signatures

/s/ Benjamin Gliklich

03/19/2019

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) This transaction represents the settlement of performance restricted stock units ("PRSUs") previously reported on 3/25/16 which vested on 3/15/19 upon achievement by the Issuer of certain performance levels based on the Issuer's (i) return on invested capital, as measured from 1/1/16 to 12/31/18, and (ii) annual compound total shareholder return, as measured from 3/16/16 to 3/15/19. Each PRSU represented a contingent right to receive on average between one and 2.5 shares of the Issuer's common stock.

(2) This transaction represents the settlement of 15,723 restricted stock units ("RSUs") previously reported on 3/25/16 which vested on 3/15/19. Each RSU represented a contingent right to receive one share of the Issuer's common stock.

(3) This transaction represents the settlement of 50,000 PRSUs previously reported on 1/9/15 which vested on 3/15/19 upon achievement by the Issuer of a certain adjusted EBITDA target achieved for fiscal year 2018. The performance period applicable to this 6/12/14 grant was previously incorrectly reported due to a clerical error and is corrected herein. Each PRSU represented a contingent right to receive one share of the Issuer's common stock.

(4) This number represents the aggregate number of shares of the Issuer's common stock delivered solely to satisfy the tax withholding obligations due upon the vesting of the PRSUs and RSUs described above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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