

LyondellBasell Industries N.V.  
Form 4  
February 14, 2017

**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 \*  
AI New Holdings 2 LLC

2. Issuer Name and Ticker or Trading Symbol  
LyondellBasell Industries N.V.  
[LYB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O ACCESS INDUSTRIES  
MANAGEMENT, LLC, 730 FIFTH  
AVENUE, 20TH FL

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

**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
Ordinary shares	02/10/2017		S		303,738	D	\$ 92.4496 11,710,931
							(1)
Ordinary shares	02/10/2017		S		1,021	D	\$ 92.4496 248,190
							(1)
Ordinary shares	02/10/2017		S		637	D	\$ 92.4496 154,749
							(1)

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Ordinary shares	02/10/2017	S	304	D	\$ 92.4496 (1)	74,030	D (6)		
Ordinary shares	02/13/2017	S	856,670	D	\$ 92.2435 (7)	10,854,261	D (2) (3)		
Ordinary shares	02/13/2017	S	2,881	D	\$ 92.2435 (7)	245,309	D (4)		
Ordinary shares	02/13/2017	S	1,795	D	\$ 92.2435 (7)	152,954	D (5)		
Ordinary shares	02/13/2017	S	859	D	\$ 92.2435 (7)	73,171	D (6)		
Ordinary shares						41,144,973	I (8) (9)	By entity	
Ordinary shares						16,000,000	I (9) (10)	By entity	
Ordinary shares						4,972,699	I (9) (11)	By LLC	

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

**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 control number.**

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AI New Holdings 2 LLC C/O ACCESS INDUSTRIES MANAGEMENT, LLC 730 FIFTH AVENUE, 20TH FL NEW YORK, NY 10019		X		
RSB 2 Ltd C/O ACCESS INDUSTRIES, INC. 730 FIFTH AVENUE, 20TH FL NEW YORK, NY 10019		X		
ALTEP 2010 L.P. C/O AI ALTEP HOLDINGS, INC. 730 FIFTH AVENUE, 20TH FL NEW YORK, NY 10019				Affiliate of 10% Owner
ALTEP 2011 L.P. C/O AI ALTEP HOLDINGS, INC. 730 FIFTH AVENUE, 20TH FL NEW YORK, NY 10019				Affiliate of 10% Owner
ALTEP 2014 L.P. C/O AI ALTEP HOLDINGS, INC. 730 FIFTH AVENUE, 20TH FL NEW YORK, NY 10019				Affiliate of 10% Owner
AI Altep Holdings, Inc 730 FIFTH AVENUE, 20TH FL NEW YORK, NY 10019				Affiliate of 10% Owner
Blavatnik Len C/O ACCESS INDUSTRIES, INC. 730 FIFTH AVENUE, 20TH FL NEW YORK, NY 10019		X		
ACCESS INDUSTRIES MANAGEMENT, LLC C/O ACCESS INDUSTRIES, INC. 730 FIFTH AVENUE, 20TH FL NEW YORK, NY 10019		X		

## Signatures

/s/ Alejandro Moreno for AI New Holdings 2 LLC	02/14/2017
**Signature of Reporting Person	Date
RSB 2 Limited, By: Hudson Administration SA, its Director; By: /s/ Dawn E. Shand, Director	02/14/2017
**Signature of Reporting Person	Date
/s/ Alejandro Moreno for Altep 2010 L.P.	02/14/2017
**Signature of Reporting Person	Date

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/s/ Alejandro Moreno for Altep 2011 L.P.	02/14/2017
__Signature of Reporting Person	Date
/s/ Alejandro Moreno for Altep 2014 L.P.	02/14/2017
__Signature of Reporting Person	Date
/s/ Alejandro Moreno for AI Altep Holdings, Inc.	02/14/2017
__Signature of Reporting Person	Date
/s/ Alejandro Moreno, as Attorney-in-Fact for Mr. Blavatnik	02/14/2017
__Signature of Reporting Person	Date
/s/ Alejandro Moreno for Access Industries Management, LLC	02/14/2017
__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.2500 to \$92.7500, inclusive. The reporting person undertakes to provide to LyondellBasell Industries N.V., any security holder of LyondellBasell Industries N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.  
  
The securities reported are held directly by AI New Holdings 2 LLC ("AI New") and may be deemed to be indirectly beneficially owned by RSB 2 Limited ("RSB 2"), Access Industries Management, LLC ("AIM LLC") and Len Blavatnik because RSB 2 is the sole member of AI New and as a result may be deemed to share voting and investment control over the shares held directly by AI New. AIM LLC is the manager of AI New and, as a result, may be deemed to have voting and investment control over the shares owned directly by AI New. Mr. Blavatnik controls AIM LLC and, as a result, may be deemed to share voting and investment power over the shares held by AI New.
  - (2) Each of the reporting persons (other than AI New) disclaims beneficial ownership of the securities held directly by AI New except to the extent of any pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.
  - (3) The securities reported are held directly by Altep 2010 L.P. ("Altep 2010") and may be deemed to be indirectly beneficially owned by AI Altep Holdings, Inc. and Mr. Blavatnik because AI Altep Holdings, Inc. is the general partner of Altep 2010 and Mr. Blavatnik controls AI Altep Holdings, Inc. Each of the reporting persons (other than Altep 2010) disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.
  - (4) The securities reported are held directly by Altep 2011 L.P. ("Altep 2011") and may be deemed to be indirectly beneficially owned by AI Altep Holdings, Inc. and Mr. Blavatnik because AI Altep Holdings, Inc. is the general partner of Altep 2011 and Mr. Blavatnik controls AI Altep Holdings, Inc. Each of the reporting persons (other than Altep 2011) disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.
  - (5) The securities reported are held directly by Altep 2014 L.P. ("Altep 2014") and may be deemed to be indirectly beneficially owned by AI Altep Holdings, Inc. and Mr. Blavatnik because AI Altep Holdings, Inc. is the general partner of Altep 2014 and Mr. Blavatnik controls AI Altep Holdings, Inc. Each of the reporting persons (other than Altep 2014) disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.
  - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.0000 to \$92.4800, inclusive. The reporting person undertakes to provide to LyondellBasell Industries N.V., any security holder of LyondellBasell Industries N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
  - (7) The securities reported are held directly by AI International Chemicals S.a r.l. ("AIIC") and may be deemed to be indirectly beneficially owned by AI Investments Holdings LLC ("AIIH"), Access Industries, LLC, Access Industries Holdings LLC, Access Industries Management, LLC and Len Blavatnik because AIIH holds a majority of the outstanding voting interests in AIIC, Access Industries Holdings LLC holds a majority of the outstanding voting interests in AIIH, Access Industries, LLC holds a majority of the outstanding
  - (8)

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voting interests in Access Industries Holdings LLC, Access Industries Management, LLC controls Access Industries, LLC, Access Industries Holdings LLC and AIIH, and Mr. Blavatnik controls Access Industries Management, LLC and a majority of the outstanding voting interests in Access Industries, LLC.

- (9) Each of the reporting persons disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.

- (10) The securities reported are held directly by AI European Holdings S.a r.l. ("AIEH") and may be deemed to be indirectly beneficially owned by Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, and Len Blavatnik because Access Industries Holdings LLC, Access Industries, LLC and Access Industries Management, LLC control or own a majority of the voting equity of entities that directly or indirectly control AIEH, Access Industries, LLC holds a majority of the outstanding voting interests in Access Industries Holdings LLC, Access Industries Management, LLC controls Access Industries, LLC and Access Industries Holdings LLC and Mr. Blavatnik controls Access Industries Management, LLC and a majority of the voting interests in Access Industries, LLC.

- (11) The securities reported are held directly by AIPH Holdings LLC ("AIPH") and may be deemed to be indirectly beneficially owned by Access Industries, LLC, Access Industries Holdings LLC, Access Industries Management, LLC and Len Blavatnik because Access Industries Holdings LLC holds a majority of the outstanding voting interests in AIPH Holdings LLC, Access Industries, LLC holds a majority of the outstanding voting interests in Access Industries Holdings LLC, Access Industries Management, LLC controls Access Industries, LLC, Access Industries Holdings LLC and AIPH and Mr. Blavatnik controls Access Industries Management, LLC and a majority of the outstanding voting interests in Access Industries, LLC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.