

ASHLAND GLOBAL HOLDINGS INC

Reported by SILVERMAN KEITH C

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/07/17 for the Period Ending 06/05/17

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COVINGTON, KY 41011

Telephone 859-815-3333

CIK 0001674862

Symbol ASH

Fiscal Year 12/16





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *						2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Silverman Keith C						HL SH		GLOB	SAL :	НО	LI	OING	Director	nicable)	10	% Owner		
(Last) (First) (Middle)					3. D	ate	of Earli	est Trans	action	1 (MM	I/DI	D/YYYY	X Officer (give title below) Other (specify below) Vice President					
1005 ROUTE 202/206								6/:	5/20	17								
(Street)					4. If	4. If Amendment, Date Original Filed (MM/DD/YYYY)								6. Individual or Joint/Group Filing (Check Applicable Line)				
BRIDGEWATER, NJ 08807 (City) (State) (Zip)														X Form filed by One Reporting Person Form filed by More than One Reporting Person				
				I - Nor	ı-Deri	vati	ve Secu	rities Ac	equire	ed, D	isp	osed o	f, or Bei	neficially Owne	ed			
1. Title of Security (Instr. 3)				1			3. Trans. C (Instr. 8)	ode	or Di	4. Securities Acquor Disposed of (Disposed of (Disposed of (Distr. 3, 4 and 5)) ` F	5. Amount of Securit Following Reported T Instr. 3 and 4)	ities Beneficially Owned Transaction(s)		or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	V			(A) or (D)	Price				(I) (Instr. 4)	
Common Stock 6/5/2017				017			A		105	,	A	\$0 <u>(1)</u>	1902 (2)			D		
Common Stock														736 (3)			I	401(k)
	Table	II - Deriv	vative	Securi	ities B	enef	ficially	Owned (. 0	•			arrants,	options, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. De Execut Date, it		Trans. ode nstr. 8)	8) Derivativ Securitie		e s Acquired sposed of		6. Date Exercisable and Expiration Date					9. Number of derivative Securities Beneficially Owned Following	Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	V	(A)	(D)	Date Exerci	isable		oiration e	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Restricted Stock Units	<u>(4)</u>	6/5/2017			A		919 (5).	Ú	<u>6</u>		<u>(6)</u>	Common Stock	919	\$0 <u>(5)</u>	1461 (7)	D	
Stock Appreciation Right	\$47.63 (8)	6/5/2017			A		1325		11/13/	/2014	12/	13/2023	Common Stock	1325	\$0 (<u>8)</u>	2825	D	
Stock Appreciation Right	\$57.96 (9)	6/5/2017				1722			11/16	/2017	2017 12/16/202		Common Stock	1722	\$0 (9)	3672	D	
Stock Appreciation Right	\$59.41 (10)	6/5/2017			A		1590		11/18/	/2016	12/	18/2025	Common Stock	1590	\$0 (10)	3390	D	
Stock Appreciation Right	\$59.95 (11)	6/5/2017			A		1280		11/12/	/2015	12/	12/2024	Common Stock	1280	\$0 (11)	2730	D	

Explanation of Responses:

- (1) Represents the sum of 105 shares of restricted stock granted pursuant to the adjustment described in this footnote (1). Ashland Global Holdings Inc. ("Ashland") distributed to its stockholders on May 12, 2017 (the "Distribution Date") 170,000,000 shares of Valvoline Inc. common stock as a pro rata dividend (the "Distribution"). Pursuant to the terms of the applicable equity compensation plan, the Reporting Person was entitled to receive the number of shares of restricted stock equal to the quotient of (x) the closing price of Ashland common stock on the Distribution Date and (y) the simple arithmetic average of the volume-weighted average price of Ashland common stock for each of the ten consecutive trading days immediately following the Distribution Date (such quotient, the "Equity Award Adjustment Ratio") for each such share of restricted stock.
- (2) Includes 224 shares of unvested restricted stock.
- (3) Based on Employee Savings Plan information as of June 5, 2017, the latest date for which such information is reasonably available.
- (4) Each Restricted Stock Unit represents a right to receive one (1) share of Ashland Common Stock.
- (5) Represents the sum of 479 restricted stock units granted pursuant to the adjustment described in clause (a) of this footnote (5) and 440 restricted stock units granted pursuant to the plan described in clause (b) of this footnote (5). (a) Pursuant to the terms of the applicable equity compensation plan, the Reporting Person was entitled to receive the number of restricted stock units equal to the Equity Award Adjustment Ratio for each such restricted stock unit. (b) Pursuant to the terms of the FY 2016- 2018 Long Term Incentive Plan (the "LTIP Plan"), upon the Distribution, one-third of the Reporting Person's performance units under the LTIP Plan became convertible into 440 time-based, stock-settled restricted stock units immediately following the 120th day following the consummation of the Distribution. Pursuant to the terms of the LTIP Plan, each such time-based, stock settled restricted stock unit was further adjusted into the number of time-based, stock settled restricted stock units equal to the Equity Award Adjustment Ratio.

- (6) The restricted stock units described in clause (a) of footnote (5) vest upon the same terms and conditions as were applicable to the Reporting Person's awards of restricted stock units immediately prior to the Distribution. The restricted stock units described in clause (b) of footnote (5) vest upon the third anniversary of the grant date (i.e. November 18, 2018) so long as the Reporting Person remains employed through such vesting date.
- (7) Balance includes 3 additional restricted stock units acquired in lieu of cash dividends, 2 of which were paid on December 15, 2016, and 1 of which was paid on March 15, 2017.
- (8) Pursuant to the terms of the applicable equity compensation plan, the Reporting Person was entitled to receive the number of stock appreciation rights equal to the Equity Award Adjustment Ratio for each such stock appreciation right, and the original strike price of \$89.69 was converted to \$47.63.
- (9) Pursuant to the terms of the applicable equity compensation plan, the Reporting Person was entitled to receive the number of stock appreciation rights equal to the Equity Award Adjustment Ratio for each such stock appreciation right, and the original strike price of \$109.15 was converted to \$57.96.
- (10) Pursuant to the terms of the applicable equity compensation plan, the Reporting Person was entitled to receive the number of stock appreciation rights equal to the Equity Award Adjustment Ratio for each such stock appreciation right, and the original strike price of \$111.89 was converted to \$59.41.
- (11) Pursuant to the terms of the applicable equity compensation plan, the Reporting Person was entitled to receive the number of stock appreciation rights equal to the Equity Award Adjustment Ratio for each such stock appreciation right, and the original strike price of \$112.91 was converted to \$59.95.

Reporting Owners

Panorting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Silverman Keith C								
1005 ROUTE 202/206			Vice President					
BRIDGEWATER, NJ 08807								

Signatures

/s/ Jennifer I. Henkel, Attorney-in-Fact

**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.

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