

ASHLAND GLOBAL HOLDINGS INC

FORM S-8 POS (Post-Effective Amendment to an S-8 filing)

Filed 05/11/17

Address	50 E RIVERCENTER BLVD COVINGTON, KY 41011
Telephone	859-815-3333
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Sector	Basic Materials
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Post-Effective Amendment No. 1 to Form S-8 Registration No. 333-215149

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ASHLAND GLOBAL HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

81-2587835
(I.R.S. Employer Identification No.)

**50 E. RiverCenter Boulevard
Covington, Kentucky 41011
(859) 815-3333**
(Address, including zip code, of principal registered offices)

**Valvoline Inc. 2016 Deferred Compensation Plan for Employees
Valvoline 401(k) Plan**
(Full title of the Plans)

Peter J. Ganz, Esq.
Senior Vice President, General Counsel and Secretary
**50 E. RiverCenter Boulevard
Covington, Kentucky 41011**
(Name and address of agent for service)

(859) 815-3333
(Telephone number, including areas code, of agent for service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.



EXPLANATORY NOTE

This Post-Effective Amendment is being filed by Ashland Global Holdings Inc., a Delaware corporation (the “Company”), in connection with the Final Distribution (as defined below) to de-register all shares of the Company’s common stock (“Company Common Stock”) registered on the Company’s Registration Statement on Form S-8 (No. 333-215149) filed on December 16, 2016 (the “Registration Statement”) registering the offering of certain Company Common Stock reserved for issuance pursuant to awards granted under the Valvoline Inc. 2016 Deferred Compensation Plan for Employees and the Valvoline 401(k) Plan referred to therein (collectively, the “Plans”).

On May 12, 2017, subject to certain customary conditions, the Company will distribute to its shareholders an aggregate of 170,000,000 shares of Valvoline Inc. common stock (the “Final Distribution”). Pursuant to the terms of the Plans, following the Final Distribution, obligations thereunder to issue shares of common stock shall be satisfied using Valvoline Inc. common stock.

The Company, by means of this Amendment, hereby terminates the Registration Statement and removes from registration all of the securities registered thereby which remain unsold as of the date hereof.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

24.1 Power of Attorney of each person whose signature on this Post-Effective Amendment No. 1 was signed by another pursuant to a power of attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Amendment to the Registration Statement, and has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Covington, Commonwealth of Kentucky, on this 11th day of May, 2017.

ASHLAND GLOBAL HOLDINGS INC.
(Registrant)

By: /s/ Peter J. Ganz
Name: Peter J. Ganz
Title: Senior Vice President, General Counsel and
Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities indicated on May 11, 2017.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>*</u> William A. Wulfsohn	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	May 11, 2017
<u>*</u> J. Kevin Willis	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	May 11, 2017
<u>*</u> J. William Heitman	Vice President and Controller (Principal Accounting Officer)	May 11, 2017
<u>*</u> Brendan M. Cummins	Director	May 11, 2017
<u>*</u> William G. Dempsey	Director	May 11, 2017
<u>*</u> Jay V. Ihlenfeld	Director	May 11, 2017
<u>*</u> Barry W. Perry	Director	May 11, 2017
<u>*</u> Mark. C. Rohr	Director	May 11, 2017
<u>*</u> George A. Schaefer, Jr.	Director	May 11, 2017
<u>*</u> Janice J. Teal, Ph.D.	Director	May 11, 2017
<u>*</u> Michael J. Ward	Director	May 11, 2017

*The undersigned, by signing his name hereto, executes this Post-Effective Amendment No. 1 pursuant to a power of attorney executed by the above-named persons and filed with the Securities and Exchange Commission as an Exhibit to this Post-Effective Amendment No. 1.

By: /s/ Peter J. Ganz

Name: Peter J. Ganz
Title: Attorney-in-Fact
Date: May 11, 2017

The Valvoline 401(k) Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Lexington, Commonwealth of Kentucky, on this 11th day of May, 2017.

VALVOLINE 401(K) PLAN

By: /s/ Sara K. Stensrud

Name: Sara K. Stensrud

Title: Chief People and Communication Officer of
Valvoline

EXHIBIT INDEX

**Exhibit
Number**

Description of Exhibit

24.1*

Power of Attorney of each person whose signature on this Post-Effective Amendment No. 1 was signed by another pursuant to a power of attorney.

* Filed herewith.

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned Directors and Officers of ASHLAND GLOBAL HOLDINGS INC., a Delaware corporation (the "Corporation"), hereby constitutes and appoints WILLIAM A. WULFSOHN, PETER J. GANZ, MICHAEL S. ROE AND JENNIFER I. HENKEL, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power to act without the others, as attorneys-in-fact on behalf of the undersigned and in the undersigned's name, place and stead, as a Director or an Officer of the Corporation: (i) to sign any post-effective amendment (each, a "Post-Effective Amendment") to any existing registration statement of the Corporation under the Securities Act of 1933, as amended, on Form S-8 (each, an "Existing Registration Statement"), any amendments thereto, and all further post-effective amendments and supplements to any such Post-Effective Amendment for the registration of the Corporation's securities, which is necessary, desirable or appropriate (a) to de-register the offer or sale of securities under any employee benefit plan of Valvoline Inc. ("Valvoline") or (b) in connection with any changes to any employee benefit plan of the Corporation in connection with the distribution of the remaining shares of Valvoline to the shareholders of the Corporation; and (ii) to file any Post-Effective Amendment and any and all amendments and supplements thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, in each case, in such forms as they or any one of them may approve, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done to the end that such Post-Effective Amendment and related Existing Registration Statement shall comply with the Securities Act of 1933, as amended, and the applicable Rules and Regulations adopted or issued pursuant thereto, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in any number of counterparts, each of which shall constitute an original and all of which, taken together, shall constitute one Power of Attorney.

Dated: March 24, 2017

/s/ William A. Wulfsohn

Name: William A. Wulfsohn
 Title: Chairman of the Board, Chief Executive Officer and
 Director
 (Principal Executive Officer)

/s/ Barry W. Perry

Name: Barry W. Perry
 Title: Director

/s/ J. Kevin Willis

Name: J. Kevin Willis
 Title: Senior Vice President and Chief Financial Officer
 (Principal Financial Officer)

/s/ Mark C. Rohr

Name: Mark C. Rohr
 Title: Director

/s/ J. William Heitman

Name: J. William Heitman
 Title: Vice President and Controller
 (Principal Accounting Officer)

/s/ George A. Schaefer, Jr.

Name: George A. Schaefer, Jr.
 Title: Director

/s/ Brendan M. Cummins

Name: Brendan M. Cummins
 Title: Director

/s/ Janice J. Teal

Name: Janice J. Teal
 Title: Director

/s/ William G. Dempsey

Name: William G. Dempsey
 Title: Director

/s/ Michael J. Ward

Name: Michael J. Ward
 Title: Director

/s/ Jay V. Ihlenfeld

Name: Jay V. Ihlenfeld
 Title: Director