

LyondellBasell Industries N.V.
Form 8-K
February 23, 2017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 21, 2017

LYONDELLBASELL INDUSTRIES N.V.

(Exact Name of Registrant as Specified in Charter)

**The Netherlands
(State or Other Jurisdiction**

of Incorporation)

1221 McKinney St.

**001-34726
(Commission**

File Number)

4th Floor, One Vine Street

**98-0646235
(IRS Employer**

Identification No.)

Delftseplein 27E

| | | |
|-----------------------|---|--------------------------|
| Suite 300 | London | 3013 AA Rotterdam |
| Houston, Texas | W1J0AH | The Netherlands |
| USA 77010 | The United Kingdom | |
| | (Addresses of principal executive offices) | |

| | | |
|---|----------------------------|---------------------------|
| (713) 309-7200 | +44 (0)207 220 2600 | +31 (0)10 275 5500 |
| (Registrant's telephone numbers, including area codes) | | |

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry Into a Material Definitive Agreement.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Item 8.01. Other Events.

On February 21, 2017, LyondellBasell Industries N.V. (the Company) and its wholly owned subsidiary, LYB International Finance II B.V. (the Issuer), entered into an Underwriting Agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC, Deutsche Bank Securities Inc., HSBC Securities (USA) Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein (the Underwriters), relating to the underwritten public offering and sale by the Issuer of \$1 billion aggregate principal amount of 3.500% Guaranteed Notes due 2027 (the Notes). The Notes are fully and unconditionally guaranteed by the Company. The Underwriting Agreement includes the terms and conditions for the issuance and sale of the Notes, indemnification and contribution obligations and other terms and conditions customary in agreements of this type. The Notes will be issued under an indenture dated as of March 2, 2016, between the Company, the Issuer and Deutsche Bank Trust Company Americas, as trustee (the Indenture). The terms of the Notes and the guarantee by the Company will be set forth in an officer's certificate of the Issuer delivered pursuant to the Indenture. Closing of the issuance and sale of the Notes is expected to occur on March 2, 2017, subject to customary closing conditions.

The Notes are being offered and sold pursuant to an automatic shelf registration statement the Company filed with the Securities and Exchange Commission that became effective upon filing on February 19, 2016 (Registration No. 333-209612).

On February 21, 2017, the Company provided notice (the Notice of Partial Redemption) to Wells Fargo Bank, National Association, as trustee (the Trustee), of its intent to redeem \$1 billion in aggregate principal amount of its outstanding 5.0% Senior Notes due 2019 (the 2019 Notes), pursuant to the Indenture, dated as of April 9, 2012, as supplemented (the 2012 Indenture), between the Company and the Trustee. The Company intends to use the net proceeds from the sale of the Notes, together with available cash from its balance sheet, to complete the partial redemption of the 2019 Notes.

The Company will redeem the 2019 Notes on March 24, 2017. The redemption price of the 2019 Notes is equal to the principal amount thereof plus accrued and unpaid interest up to, but excluding, the redemption date, plus an applicable premium in accordance with the 2012 Indenture.

The descriptions above are summaries and are qualified in their entirety by reference to the Underwriting Agreement and the Notice of Partial Redemption, copies of which are filed as an Exhibit to this Form 8-K and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 1.1 Underwriting Agreement dated February 21, 2017, among LyondellBasell Industries N.V., LYB International Finance II B.V. and J.P. Morgan Securities LLC, Deutsche Bank Securities Inc., HSBC Securities (USA) Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein

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- 5.1 Legal opinion of Vinson & Elkins L.L.P.
- 8.1 Legal opinion of De Brauw Blackstone Westbroek N.V.
- 23.1 Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1)
- 23.2 Consent of De Brauw Blackstone Westbroek N.V. (included in Exhibit 8.1)
- 99.1 Notice by LyondellBasell Industries N.V. to Wells Fargo Bank, National Association, dated February 21, 2017, announcing its intent to redeem \$1 billion of outstanding 5.0% Senior Notes due 2019

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

LYONDELLBASELL INDUSTRIES N.V.

Date: February 23, 2017

By: */s/ Jeffrey A. Kaplan*
Jeffrey A. Kaplan
Executive Vice President

Exhibit Index

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