

Univar Inc.  
Form 8-K  
February 03, 2017

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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 3, 2017 (January 31, 2017)

---

Univar Inc.  
(Exact name of registrant as specified in its charter)

---

|   |                             |  |
|---|-----------------------------|--|
| Delaware  | 001-37443                   | 26-1251958                             |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (I.R.S Employer<br>Identification No.) |

3075 Highland Parkway, Suite 200  
Downers Grove, IL 60515  
(Address of principal executive offices, including zip code)  
Registrant's telephone number, including area code: (331) 777-6000  
Not Applicable  
(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 8.01 Other Events.

On January 31, 2017, Univar Inc. (the “Company”), certain of the Company’s stockholders, including investment funds affiliated with Clayton, Dubilier & Rice LLC and Dahlia Investments Pte. Ltd., an indirect wholly owned subsidiary of Temasek Holdings (Private) Limited, (collectively, the “Selling Stockholders”) and Goldman, Sachs & Co. (the “Underwriter”) entered into an underwriting agreement (the “Underwriting Agreement”) pursuant to which the Selling Stockholders agreed to sell to the Underwriter, and the Underwriter agreed to purchase from the Selling Stockholders, subject to and upon terms and conditions set forth therein, 15,000,000 shares of the Company’s common stock.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the copy thereof, which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 1.1            | Underwriting Agreement, dated January 31, 2017, among Univar Inc., the selling stockholders named therein and Goldman, Sachs & Co. |

---

SIGNATURE

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

Date: February 3, 2017    Univar Inc.

By:    /s/ Stephen N. Landsman

Name: Stephen N. Landsman

Title: Executive Vice President, General Counsel and Secretary