

WESTBROOKS KRISTOPHER R

Form 4

August 22, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WESTBROOKS KRISTOPHER R**

(Last) (First) (Middle)

3637 RIDGEWOOD ROAD

(Street)

FAIRLAWN, OH 44333

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**SCHULMAN A INC [SHLM]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/21/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

VP - Controller and CAO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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)
Common Stock	08/21/2018		D	(A) or (D) 5,162 (1)	\$ 42 (2) 0	D	

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 32.55	08/21/2018		D	4,080 (3)	01/11/2020	01/11/2027	Common Stock	4,080	\$
Stock Option (Right to Buy)	\$ 38.9	08/21/2018		D	3,240 (3)	01/10/2021	01/10/2028	Common Stock	3,240	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WESTBROOKS KRISTOPHER R 3637 RIDGEWOOD ROAD FAIRLAWN, OH 44333	VP - Controller and CAO

## Signatures

/s/ Aaron S. Berke, attorney in fact for Kristopher R.  
Westbrooks 08/22/2018

\_\_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) Includes 543 shares acquired by the reporting person in accordance with the provisions of the A. Schulman, Inc. Employee Stock Purchase Plan.  
  
Disposed of pursuant to the merger agreement (the "Merger Agreement") between the issuer, LyondellBasell Industries N.V and LYB Americas Holdco Inc. In addition to the cash consideration, each shareholder will also receive one contingent value right ("CVR") per share or, with respect to equity awards, per share underlying each such equity award. Each CVR will represent the right to receive  
(2) contingent cash payments from certain net proceeds, if any are recovered, relating to claims arising from the issuer's acquisition of its Citadel subsidiary or the acquisition by Citadel's subsidiary, the Matrixx Group, Incorporated of its Lucent subsidiary, including from certain ongoing litigation against the former owners of the issuer's Citadel subsidiary and the former owners of A. Schulman's Lucent subsidiary and the related government investigations. Reporting person will receive 5,162 CVRs.  
(3) Pursuant to the Merger Agreement, all outstanding options were settled for merger consideration equal to \$42.00 less the exercise price of the option and one CVR for each share of common stock underlying the option.

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(4) In addition to the cash consideration, the reporting person also received 4,080 CVRs.

(5) In addition to the cash consideration, the reporting person also received 3,240 CVRs.

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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