

Dorman Carey J.
Form 3
March 12, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|--|--------------------------------------|---|--|--|
| 1. Name and Address of Reporting Person * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| Â Dorman Carey J. (Last) (First) (Middle) | (Month/Day/Year) 03/12/2019 | Element Solutions Inc [ESI] | | |

ELEMENT SOLUTIONS
INC,Â 1450 CENTREPARK
BLVD, SUITE 210
(Street)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Chief Financial Officer

WEST PALM
BEACH,Â FLÂ 33401
(City) (State) (Zip)

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 1,909 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Performance Stock Units | Â (1) | Â (1) | Common Stock | 8,819 | \$ 0 | D | Â |
| Incentive Stock Options (Right to Buy) | Â (2) | Â (2) | Common Stock | 8,818 | \$ 11.34 | D | Â |
| Non-Qualified Stock Options (Right to Buy) | Â (2) | Â (2) | Common Stock | 816 | \$ 11.34 | D | Â |
| Performance Stock Units | Â (3) | Â (3) | Common Stock | 113,637 | \$ 0 | D | Â |
| Performance Stock Units | Â (4) | Â (4) | Common Stock | 6,504 | \$ 0 | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 2,168 | \$ 0 | D | Â |
| Performance Stock Units | Â (6) | Â (6) | Common Stock | 5,038 | \$ 0 | D | Â |
| Restricted Stock Units | Â (7) | Â (7) | Common Stock | 2,481 | \$ 0 | D | Â |
| Performance Stock Units | Â (8) | Â (8) | Common Stock | 8,428 | \$ 0 | D | Â |
| Restricted Stock Units | Â (9) | Â (9) | Common Stock | 4,151 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dorman Carey J. ELEMENT SOLUTIONS INC 1450 CENTREPARK BLVD, SUITE 210 WEST PALM BEACH, FL 33401 | Â | Â | Â Chief Financial Officer | Â |

Signatures

/s/ Carey J. Dorman 03/12/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Each of these performance restricted stock units ("PRSU"), granted on February 20, 2019, represents a contingent right to receive one share of common stock of the Issuer, subject to the achievement of certain adjusted EBITDA compound annual growth and adjusted

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earnings per share goals for the performance period ending December 31, 2021. The number of shares reported in Column 3 will range from zero to 13,229 shares.

- (2) 1/3 of each of these options, granted on February 20, 2019, will vest annually on February 20th over the next three years.
The vesting of these PRSUs, granted on March 12, 2019, is subject to the achievement by the Issuer of the performance target in any
- (3) fiscal year ending on or before December 31, 2022. Each PRSU represents a contingent right to receive one share of the Issuer's common stock.
Each of these PRSUs, granted on February 19, 2018, represents a contingent right to receive one share of the Issuer's common stock and
- (4) will vest on February 19, 2021, subject to the achievement by the Issuer of certain adjusted EBITDA goals. The number of shares reported in column 3 will range from zero to a maximum number of 13,008 shares.
Each of these restricted stock units ("RSU"), granted on February 19, 2018, represents a contingent right to receive one share of the
- (5) Issuer's common stock. This initial grant of 3,253 RSUs vests in 1/3 annual increments, subject to continuous service.
Each of these PRSUs, granted on February 21, 2017, represents a contingent right to receive one share of the Issuer's common stock and will vest upon the achievements of certain performance levels based on the Issuer's (i) return on invested capital ("ROIC"), as measured from January 1, 2017 to December 31, 2019, and (ii) annual compound total shareholder return ("TSR"), as measured from February 21, 2017 to February 20, 2020. The number of shares reported in column 3 may range from zero to a maximum number of 12,595 shares.
- (6) Each of these RSUs, granted on February 21, 2017, represents a contingent right to receive one share of the Issuer's common stock and will vest on February 20, 2020, subject to continuous service.
Each of these PRSUs, granted on March 16, 2016, represents a contingent right to receive one share of the Issuer's common stock and will
- (8) vest on March 15, 2019 upon certification of the achievements of certain performance levels based on (i) ROIC, as measured from January 1, 2016 to December 31, 2018, and (ii) TSR, as measured from March 16, 2016 to March 15, 2019. The number of shares reported in column 7 may range from zero to a maximum number of 21,070 shares.
Each of these RSUs, granted on March 16, 2016, represents a contingent right to receive one share of the Issuer's common stock and will
- (9) vest on March 15, 2019, subject to continuous service.

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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