

Univar Inc.  
Form 8-K  
December 18, 2017

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

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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): December 18, 2017 (December 14, 2017)

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

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Delaware                      001-37443    26-1251958  
(State or other jurisdiction (Commission (I.R.S Employer  
of incorporation)            File Number) 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))

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Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

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Item 8.01 Other Events

On December 14, 2017, Univar Inc. (the "Company"), investment funds affiliated with Clayton, Dubilier & Rice LLC, ( the "Selling Stockholder") and Goldman Sachs & Co. LLC (the "Underwriter") entered into an underwriting agreement (the "Underwriting Agreement") pursuant to which the Selling Stockholder agreed to sell to the Underwriter, and the Underwriter agreed to purchase from the Selling Stockholder, subject to and upon terms and conditions set forth therein, 10,000,000 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

The following exhibit is incorporated by reference in the Company's Registration Statement on Form S-3 (File No. 333-215046) filed with the U.S. Securities and Exchange Commission on December 12, 2016.

Exhibit Number	Description
<u>1.1</u>	Underwriting Agreement, dated December 14, 2017, among Univar Inc., the selling stockholder named therein and Goldman Sachs & Co. LLC.

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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: December 18, 2017    Univar Inc.

By:    /s/ Jeffrey W. Carr

Name: Jeffrey W. Carr

Title: Senior Vice President, General Counsel and Secretary