

MILLER GARY A
Form 4
August 22, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER GARY A

(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, Chief Procurement Officer

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) Amount 52,960 (1)	(D) Price \$ 42 (2)	0	D
Common Stock	08/21/2018		D	(A) or (D) Amount 2,146 (3)	(D) Price \$ 42 (3)	0	I By Spouse
Common Stock	08/21/2018		D	(A) or (D) Amount 2,000 (4)	(D) Price \$ 42 (4)	0	I By Daughter

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

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number.

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

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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.55	08/21/2018		D	8,110 (5)	01/11/2020 01/11/2027	Common Stock	8,110
Stock Option (Right to Buy)	\$ 38.9	08/21/2018		D	14,390 (5)	01/10/2021 01/10/2028	Common Stock	14,390

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER GARY A 3637 RIDGEWOOD ROAD FAIRLAWN, OH 44333			VP, Chief Procurement Officer	

Signatures

/s/ Aaron S. Berke, attorney in fact for Gary A. Miller

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).

- Includes 3,742 shares acquired in aggregate 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 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

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subsidiary and the related government investigations. Reporting person will receive 52,960 CVRs.

- (3) In addition to the cash consideration, the reporting person's spouse also received 2,146 CVRs.
- (4) In addition to the cash consideration, the reporting person's daughter also received 2,000 CVRs.
- (5) 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.
- (6) In addition to the cash consideration, the reporting person also received 8,110 CVRs.
- (7) In addition to the cash consideration, the reporting person also received 14,390 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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