

LyondellBasell Industries N.V.  
Form 8-K  
March 02, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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): March 2, 2016**

**LYONDELLBASELL INDUSTRIES N.V.**

**(Exact Name of Registrant as Specified in Charter)**

**The Netherlands  
(State or Other Jurisdiction**

**of Incorporation)**

**1221 McKinney St.**

**001-34726  
(Commission**

**File Number)**

**4<sup>th</sup> Floor, One Vine Street**

**98-0646235  
(IRS Employer**

**Identification No.)**

**Stationsplein 45**

|                       |   |                           |
|-----------------------|---|---------------------------|
| <b>Suite 300</b>      | <b>London</b>   | <b>3013 AK Rotterdam</b>  |
| <b>Houston, Texas</b> | <b>W1J0AH</b>   | <b>The Netherlands</b>    |
| <b>USA 77010</b>      | <b>The United Kingdom</b>                                     |                           |
|                       | <b>(Addresses of principal executive offices)</b>             |                           |
| <b>(713) 309-7200</b> | <b>+44 (0)207 220 2600</b>                                    | <b>+31 (0)10 275 5500</b> |
|                       | <b>(Registrant's telephone numbers, including area codes)</b> |                           |

**(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 1.01. Entry Into a Material Definitive Agreement.**

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

**Item 8.01. Other Events.**

On March 2, 2016, LyondellBasell Industries N.V. (the Company ) and its wholly owned subsidiary, LYB International Finance II B.V. (the Issuer ), completed the underwritten public offering and sale by the Issuer of 750 million aggregate principal amount of 1.875% Guaranteed Notes due 2022 (the Notes ). The Notes are fully and unconditionally guaranteed by the Company. The Notes were issued under an indenture dated as of March 2, 2016, among the Company, the Issuer and Deutsche Bank Trust Company Americas, as trustee (the Indenture ). The terms of the Notes and the guarantee by the Company are set forth in an officer s certificate of the Issuer delivered pursuant to the Indenture (the Officer s Certificate ).

The descriptions above are summaries and are qualified in their entirety by reference to the Indenture and the Officer s Certificate, copies of which are filed as Exhibits to this Form 8-K and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- 4.1 Indenture, among LYB International Finance II B.V., as Issuer, LyondellBasell Industries N.V., as Guarantor, and Deutsche Bank Trust Company Americas, as Trustee, dated as of March 2, 2016
- 4.2 Officer s Certificate of LYB International Finance II B.V. relating to the Notes, dated as of March 2, 2016
- 4.3 Form of LYB International Finance II B.V. s 1.875% Guaranteed Notes due 2022 (included in Exhibit 4.2)

**SIGNATURES**

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

LYONDELLBASELL INDUSTRIES N.V.

Date: March 2, 2016

By: */s/ Jeffrey A. Kaplan*  
Jeffrey A. Kaplan  
Executive Vice President

**Exhibit Index**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
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| 4.2            | Officer's Certificate of LYB International Finance II B.V. relating to the Notes, dated as of March 2, 2016  |
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