

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): May 7, 2020

**Univar Solutions Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-37443  
(Commission  
File Number)

26-1251958  
(I.R.S Employer  
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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock (\$0.01 par value)	UNVR	New York Stock Exchange

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.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 7, 2020, Univar Solutions Inc. (the “Company”) held its 2020 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved the Univar Solutions Inc. 2020 Omnibus Incentive Plan (the “Plan”). Among other things, the Plan provides for 6,650,000 shares of the Company’s common stock for use under the Plan (such additional shares also subject to the share counting rules and adjustment provisions of the Plan). The Plan is described in Proposal 4 of the Company’s definitive proxy statement for the Annual Meeting, which was filed with the Securities and Exchange Commission on March 25, 2020 (as amended and supplemented, the “Proxy Statement”). The descriptions of the Plan contained herein and in the Proxy Statement are qualified in their entirety by reference to the full text of the Plan, which is attached as an Exhibit to the Proxy Statement and incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

At the Annual Meeting, the Company’s stockholders (i) elected seven directors, each to serve as directors and hold office until the 2021 Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified, (ii) approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers as disclosed in the Proxy Statement, (iii) ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020, and (iii) approved the Plan. Each of these proposals is described in more detail in the Proxy Statement.

The matters voted upon at the Annual Meeting and the results of the votes are as follows:

## 1. Proposal 1: Election of Directors

	For	Withhold	Broker Non-Votes
Ms. Joan Braca	109,897,104	40,387,740	4,530,520
Mr. Mark J. Byrne	134,012,266	16,272,578	4,530,520
Mr. Daniel P. Doheny	116,848,569	33,436,275	4,530,520
Mr. David C. Jukes	140,372,232	9,912,612	4,530,520
Mr. Stephen D. Newlin	133,878,608	16,406,236	4,530,520
Mr. Kerry J. Preete	133,206,236	17,078,608	4,530,520
Mr. Robert L. Wood	133,026,102	17,258,742	4,530,520

## 2. Proposal 2: Non-Binding Advisory Approval of the Compensation of the Company’s Named Executive Officers

For	Against	Abstain	Broker Non-Votes
122,162,973	19,559,188	8,562,683	4,530,520

## 3. Proposal 3: Ratification of Independent Registered Public Accounting Firm for 2020

For	Against	Abstain
153,132,505	1,386,926	295,933

## 4. Proposal 4: Approval of the Plan

For	Against	Abstain	Broker Non-Votes
145,870,853	4,399,027	14,964	4,530,520

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**Item 7.01 Regulation FD Disclosure**

On May 7, 2020, the Company announced the appointment of Christopher D. Pappas as Chairman of its Board of Directors and the reduction of the size of its Board of Directors from 12 to 10 directors.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in Item 7.01, including Exhibit 99.1, of this report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and it will not be incorporated by reference into any registration statement or other document filed by the Company under the Securities Act of 1933, as amended, or the Exchange Act except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits**

*(d) Exhibits*

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Univar Solutions Inc. Press Release dated May 7, 2020</a>
104	Cover page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE**

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

Date: May 7, 2020

**Univar Solutions Inc.**

By: /s/ Noelle J. Perkins

Name: Noelle J. Perkins

Title: Senior Vice President, General Counsel and Secretary

PRESS RELEASE



FOR ADDITIONAL INFORMATION:

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**Univar Solutions Appoints Christopher D. Pappas as Chairman of its Board of Directors; Reduces Board Size to Ten Directors**

**DOWNERS GROVE, ILL., May 7, 2020** – Univar Solutions Inc. (NYSE: UNVR) (“Univar Solutions” or “the Company”), a global chemical and ingredient distributor and provider of value-added services, today announced the appointment of Christopher D. Pappas as independent Chairman of its Board of Directors. As part of the Company’s progress towards exemplifying governance best practices, the Company had previously announced its intention to appoint an independent Chairman and today marks the achievement of that important milestone.

Pappas succeeds Stephen D. Newlin who will continue to serve on the Board. Pappas was named Chairman at the May 7, 2020 Board of Directors meeting, after having served as the Company’s Independent Lead Director since May of 2019. Pappas, who is chairman of the Company’s Governance and Corporate Responsibility Committee, has been a director since 2015.

“Over the past three-and-a-half years, it has been an honor and a privilege to serve as Chairman of the Univar Solutions Board of Directors,” said Stephen Newlin. “I value the opportunity I’ve had to lead the Board during an especially transformative period and I fully support the move, at this time, to an independent Chairman structure. Chris and I have been working together closely on this transition and that experience has highlighted for me what a thoughtful and excellent choice he is to lead the Board going forward.”

“I want to thank Steve for his leadership and insight as Chairman and I look forward to his continued service as a Board director,” said David Jukes, president and chief executive officer. “I also want to congratulate Chris and welcome him as our newly appointed Chairman. Our Board and I look forward to working with Chris as we strive to realize our vision to redefine distribution and achieve our goal of being the most valued chemical and ingredient distributor on the planet.”

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“I’m excited to continue my work with David and our Board to streamline, innovate and grow the Company as we execute Univar Solutions’ strategic plan to unlock shareholder value through improved margins, increased share, and market growth,” said Christopher D. Pappas, Chairman.

In addition, as a result of William S. Stavropoulos and Edward J. Mooney not standing for re-election at this year’s annual meeting due to the Company’s previously-announced retirement policy, the Board reduced its size from twelve directors to ten directors.

### **About Univar Solutions**

Univar Solutions (NYSE: UNVR) is a leading global specialty chemical and ingredient distributor representing a premier portfolio from the world’s leading producers. With the industry’s largest private transportation fleet and North American sales force, unparalleled logistics know-how, deep market and regulatory knowledge, world-class formulation and recipe development, and leading digital tools the company is well-positioned to offer tailored solutions and value-added services to a wide range of markets, industries, and applications. Univar Solutions is committed to helping customers and suppliers innovate and grow together. Learn more at [www.univarsolutions.com](http://www.univarsolutions.com).

### **Forward-Looking Statements**

This press release includes certain statements relating to future events and our intentions, beliefs, expectations, and predictions for the future which are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be beyond the Company’s control. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the expectations and assumptions. A detailed discussion of these factors and uncertainties is contained in the Company’s filings with the Securities and Exchange Commission. Potential factors that could affect such forward-looking statements include, among others: the ultimate geographic spread of the COVID-19 pandemic; the duration and severity of the COVID-19 pandemic; actions that may be taken by governmental authorities to address or otherwise mitigate the impact of the COVID-19 pandemic; the potential negative impacts of COVID-19 on the global economy and our customers and suppliers; the overall impact of the COVID-19 pandemic on our business, results of operations and financial condition; other fluctuations in general economic conditions, particularly in industrial production and the demands of our customers; significant changes in the business strategies of producers or in the operations of our customers; increased competitive pressures, including as a result of competitor consolidation; significant changes in the pricing, demand and availability of chemicals; our levels of indebtedness, the restrictions imposed by our debt instruments, and our ability to obtain additional financing when needed; the broad spectrum of laws and regulations that we are subject to, including extensive environmental, health and safety laws and regulations; an inability to integrate the business and systems of companies we acquire, including of

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Nexeo Solutions, Inc., or to realize the anticipated benefits of such acquisitions; potential business disruptions and security breaches, including cybersecurity incidents; an inability to generate sufficient working capital; increases in transportation and fuel costs and changes in our relationship with third party providers; accidents, safety failures, environmental damage, product quality and liability issues and recalls; major or systemic delivery failures involving our distribution network or the products we carry; operational risks for which we may not be adequately insured; ongoing litigation and other legal and regulatory risks; challenges associated with international operations; exposure to interest rate and currency fluctuations; potential impairment of goodwill; liabilities associated with acquisitions, ventures and strategic investments; negative developments affecting our pension plans and multi-employer pensions; labor disruptions associated with the unionized portion of our workforce; and the other factors described in the Company's filings with the Securities and Exchange Commission. We caution you that the forward-looking information presented in this press release is not a guarantee of future events or results, and that actual events or results may differ materially from those made in or suggested by the forward-looking information contained in this press release. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "plan," "seek," "will," "expect," "intend," "estimate," "anticipate," "believe" or "continue" or the negative thereof or variations thereon or similar terminology. Any forward-looking information presented herein is made only as of the date of this press release, and the Company does not undertake any obligation to update or revise any forward-looking information to reflect changes in assumptions, the occurrence of unanticipated events, or otherwise, except as required by law.

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