

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 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person * Gresham Ian L. (Last) (First) (Middle) C/O UNIVAR INC., 3075 HIGHLAND PARKWAY, SUITE 200 (Street) DOWNERS GROVE, IL 60515 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Univar Inc. [UNVR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Marketing Officer |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/6/2019</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 2/7/2019 | | M | | 833.0000 | A | \$0 (1) | 2601.0000 | D | |
| Common Stock | 2/7/2019 | | F | | 288.0000 (2) | D | \$21.1000 | 2313.0000 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units (RSUs)-7 | (3) | 2/6/2019 | | A | | 3160.0000 | | (4) | (5) | Common Stock | 3160.0000 | \$0.0000 | 3160.0000 | D | |
| Stock Options (right to buy) | \$21.7500 | 2/6/2019 | | A | | 10900.0000 | | (6) | 2/6/2029 | Common Stock | 10900.0000 | \$0.0000 | 10900.0000 | D | |
| Restricted Stock Units (RSUs)-4 | (1) | 2/7/2019 | | M | | 833.0000 | | (7) | (7) | Common Stock | 833.0000 | \$0.0000 | 4167.0000 | D | |

Explanation of Responses:

- (1) Each restricted stock unit represents the right to receive, at settlement, one share of common stock. This transaction represents the settlement of restricted stock units in shares of the Registrant's common stock on their scheduled vesting date.
- (2) Shares withheld by Registrant to satisfy the minimum statutory tax withholding requirements on settlement of restricted stock units. No shares were sold.
- (3) Each restricted stock unit ("RSU") is equivalent to one share of common stock upon vesting.
- (4) The RSUs become vested in three equal installments on February 6, 2020, February 6, 2021 and February 6, 2022, subject to the Reporting Person continuing to be employed by the Registrant through each such date. Vested shares will be delivered to the Reporting Person within 30 days following the applicable vest date.
- (5) Not applicable.
- (6) These options will vest and become exercisable in three equal installments on February 6, 2020, February 6, 2021 and February 6, 2022, subject to the Reporting person continuing to be employed by the Registrant through each such date.
- (7) This amount was granted on the Reporting Person's Form 3 filed on March 23, 2018 (the "Grant Form 3"). These are the same RSUs that were converted into the common stock reported in Table I and are subject to the Time-Based Vesting condition defined in footnote 1 to the Grant Form 3, and subject to the Reporting Person continuing to be employed by the Registrant through each such date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | | | | |
|--|--|--|-------------------------|--|
| Gresham Ian L. C/O UNIVAR INC. 3075 HIGHLAND PARKWAY, SUITE 200 DOWNERS GROVE, IL 60515 | | | Chief Marketing Officer | |
|--|--|--|-------------------------|--|

Signatures

/s/ Jeffrey W. Carr as Attorney-in-Fact for Ian L. Greshman

2/8/2019

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.