
**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): December 23, 2016

Univar 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))
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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

(e) On December 23, 2016, Univar Inc. (the “Company”) entered into an amendment with Stephen D. Newlin to his Employee Restricted Stock Unit Agreement dated May 3, 2016 (the “RSU Amendment”). The RSU Amendment modifies the settlement provisions applicable to previously granted restricted stock units.

The complete text of the RSU Amendment, which is attached as Exhibit 10.1 to this Current Report on Form 8-K, is incorporated by reference into this Item 5.02.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Amendment to Employee Restricted Stock Unit Agreement, dated December 23, 2016, by and between Univar Inc. and Mr. Newlin.

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 23, 2016

Univar Inc.

By: /s/ Stephen N. Landsman
Name: Stephen N. Landsman
Title: Executive Vice President, General Counsel and Secretary

**Amendment to the
Employee Restricted Stock Unit Agreement**

THIS AMENDMENT to the Employee Restricted Stock Unit Agreement, dated as of December 23, 2016 (the “Effective Date”), by and between Univar Inc., a Delaware corporation (the “Company”), and Stephen D. Newlin (the “Employee”).

WHEREAS, the Company and the Employee are parties to an Employee Restricted Stock Unit Agreement, dated as of May 3, 2016 (the “RSU Agreement”), which evidences the grant to the Employee under the Univar Inc. 2015 Omnibus Equity Incentive Plan (the “Plan”) of 375,000 Restricted Stock Units on May 31, 2016 (the “Grant Date”), allocated into three distinct tranches: “RSU Tranche 1”, “RSU Tranche 2”, and “RSU Tranche 3,” which each vest as provided in Section 2(a) of the RSU Agreement;

WHEREAS, in order to reduce the administrative burdens on the Company and the Employee in connection with the withholding of taxes upon the vesting of the Restricted Stock Units, the Compensation Committee of the Board of Directors of the Company, as Administrator of the Plan, desires to amend the terms of the RSU Agreement such that no such Restricted Stock Units will settle prior to the last day of first fiscal quarter of any calendar year; and

WHEREAS, pursuant to Section 6(k) of the RSU Agreement, any amendment to the RSU Agreement must be contained in a written agreement signed by the Company and the Employee.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Company and the Employee hereto agree as follows:

1. Definitions. Capitalized terms that are not defined herein shall have the meanings given to such terms in the RSU Agreement and the Plan, respectively.

2. Amendment to Terms of the Restricted Stock Units. Section 3(a) of the RSU Agreement is hereby amended and restated in its entirety as follows:

(a) Timing of Settlement. Subject to Section 6(a), any outstanding Restricted Stock Units that became vested on a Vesting Date shall be settled into an equal number of shares of Company Common Stock on a date selected by the Company that is within 30 days following such Vesting Date (each such date, a “Settlement Date”); provided that if a Vesting Date occurs between January 1 and March 30, the RSUs that become became vested on such Vesting Date shall not settle until March 31 of such calendar year or within 30 days thereafter.

2. Limited Effect. This Amendment shall be effective on the Effective Date. Except as expressly provided in this Amendment, all of the terms and the provisions of the RSU Agreement remain unchanged and in full force and effect. On and after the Effective Date, each reference in the RSU Agreement to “this Agreement,” “the Agreement,” “hereunder,” “hereof,” “herein” or words of like import shall mean and be a reference to the RSU Agreement as amended by this Amendment.

3. Miscellaneous. This Amendment shall be governed in all respects, including, but not limited to, as to validity, interpretation and effect, by the internal laws of the State of Delaware, without reference to principles of conflict of law that would require application of the law of another jurisdiction. This Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[signature page follows]

IN WITNESS WHEREOF, the Company and the Employee have executed this Amendment as of the Effective Date.

UNIVAR INC.

By: /s/ Stephen Landsman
Name: Stephen Landsman
Title: General Counsel

EMPLOYEE

/s/ Stephen D. Newlin
Stephen D. Newlin