
**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): September 27, 2017

VALVOLINE INC.
(Exact name of registrant as specified in its charter)

Kentucky
(State or other jurisdiction
of incorporation)

001-37884
(Commission
File Number)

30-0939371
(I.R.S. Employer
Identification No.)

100 Valvoline Way
Lexington, KY 40509
(Address of Principal Executive Offices)

(859) 357-7777
(Registrant's telephone number, including area code)

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))

Indicate by check mark whether the registrant is an emerging growth company 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.**

- (b) On September 27, 2017, William A. Wulfsohn tendered his resignation as Chairman of the Board of Directors (the “Board”) of Valvoline Inc. (the “Company”), to be effective at 5:00 p.m. on September 30, 2017, the end of the Company’s current fiscal year. Mr. Wulfsohn also notified the Board of his intention not to stand for re-election upon expiration of his term as a Director at the Company’s 2018 Annual Meeting of Shareholders.

Mr. Wulfsohn joined the Board to assist the Company through its transition from a long-time business unit of Ashland Inc., to a separate, publicly traded company following its initial public offering in September 2016 and final separation from Ashland Global Holdings Inc. in May 2017. Mr. Wulfsohn has informed the Board that he believes the time is right for him to step aside from his role as Chairman at the end of the Company’s fiscal year on September 30, 2017 and not to stand for re-election upon the expiration of his current term as Director at the Company’s 2018 Annual Meeting of Shareholders. The Company is extremely grateful to Mr. Wulfsohn for his service on the Board and as Chairman, and values his contribution through this important transitional and foundational time in Valvoline’s history. Mr. Wulfsohn’s resignation as Chairman did not result from any disagreement with the Company.

In connection with Mr. Wulfsohn’s resignation as Chairman, the Board unanimously appointed Stephen F. Kirk, one of the Company’s independent directors, as the new Chairman on September 28, 2017, effective upon Mr. Wulfsohn’s resignation. Mr. Kirk has served as an independent director on Valvoline’s Board and is the Chair of the Company’s Compensation Committee. Mr. Kirk brings with him extensive board and industry experience. He served in an executive role at the Lubrizol Corporation from 1992 until his retirement in 2011. He also previously served on the boards of Ashland Global Holdings and Robbins & Myers, Inc. Mr. Kirk will remain as the Chair of the Board’s Compensation Committee and as a member of the Governance and Nominating Committee.

A copy of the Company’s news release announcing the matters described above is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits.**

- (d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	News Release dated September 29, 2017.



SIGNATURES

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.

VALVOLINE INC.

Dated: September 29, 2017

By: /s/ Julie M. O'Daniel
Julie M. O'Daniel
Senior Vice President, General Counsel
& Corporate Secretary

EXHIBIT INDEX

[99.1](#) [News Release dated September 29, 2017.](#)



NEWS RELEASE

William A. Wulfsohn to Step Down as Valvoline Chairman and Retire from Valvoline Board

Board Member Stephen F. Kirk Named New Chairman

LEXINGTON, Ky., Sept. 29, 2017 — Valvoline Inc. (NYSE: VVV), a leading worldwide supplier of premium branded lubricants and automotive services, announced today that William A. Wulfsohn, who served as Valvoline's founding chairman during its initial year as a public company, will step aside from his position as chairman of the board as of Sept. 30, 2017, the company's fiscal year end. Wulfsohn has also stated he will not stand for re-election at the company's 2018 annual shareholder meeting. Wulfsohn is chairman and chief executive officer of Ashland Global Holdings Inc., Valvoline's former parent company. Wulfsohn joined Valvoline's board last year to guide Valvoline™ through its separation from Ashland and first year as a publicly traded company. Wulfsohn's announcement that he will step aside as chairman and later retire from his board position at Valvoline comes one year following Valvoline's initial public offering in September 2016.

"I joined the Valvoline board to assist the company through its transition from a longtime commercial unit of Ashland to a separate, publicly traded company," Wulfsohn said. "Here on the first anniversary of Valvoline's IPO and the end of its first fiscal year, it is clear that Valvoline has fully transitioned and is functioning well as a public company separate and apart from Ashland. The time is right for me to step aside and watch Valvoline thrive in this new chapter of its history."

Valvoline and its board are extremely appreciative of Wulfsohn's contribution to Valvoline's early success as a separate and independent company. Valvoline CEO Sam Mitchell said, "Working with Bill on the separation of Valvoline from Ashland has been a pleasure, and having his support during this first year as a public company has been invaluable. We're in a strong position to build on the foundation that Bill helped put in place."

The board has unanimously named Stephen F. Kirk to replace Wulfsohn as board chairman. Kirk has served as an independent director on Valvoline's board and is the chair of Valvoline's compensation committee. Kirk brings with him extensive board and industry experience. Kirk served in an executive role at the Lubrizol Corporation from 1992 until his retirement in 2011. He also previously served on the boards of Ashland Global Holdings and Robbins & Myers, Inc.

Kirk said, "On behalf of the Valvoline board, I thank Bill for his service and leadership. Valvoline is off to an exceptional start because of the leadership that Bill provided in our pivotal first year. I look forward to serving as Valvoline's chairman and guiding the company as it continues grow and prosper into the future."

About Valvoline™

Valvoline Inc. (NYSE:VVV) is a leading worldwide producer and distributor of premium branded automotive, commercial and industrial lubricants, and automotive chemicals. Valvoline ranks as the #2 quick-lube chain by number of stores and #3 passenger car motor oil brand in the DIY market by volume in the United States. The brand operates and franchises more than 1,070 Valvoline Instant Oil ChangeSM centers in the United States. It also markets Valvoline™ lubricants and automotive chemicals; MaxLife™ lubricants created for higher-mileage engines; SynPower™ synthetic motor oil; and Zerex™ antifreeze. Visit www.valvoline.com to learn more.

™ Trademark, Valvoline or its subsidiaries, registered in various countries

SM Service mark, Valvoline or its subsidiaries, registered in various countries

FOR FURTHER INFORMATION

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