

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>MITCHELL SAMUEL J</b>  (Last) (First) (Middle)  <b>100 VALVOLINE WAY</b>  (Street)  <b>LEXINGTON, KY 40509</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>VALVOLINE INC [ VVV ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chief Executive Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>10/6/2017</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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			

**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				
<b>Restricted Stock Unit</b>	<a href="#">(1)</a>	10/6/2017		A		5643	<a href="#">(2)</a>	<a href="#">(2)</a>	<a href="#">(2)</a>	<a href="#">(2)</a>	Common Stock	5643	\$0	5643	D
<b>Unit</b>	<a href="#">(3)</a>	10/6/2017		A		151		<a href="#">(4)</a>	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock	151	\$24.14	190573	D

**Explanation of Responses:**

- (1) Each restricted stock unit represents a right to receive one share of Valvoline common stock.
- (2) The Reporting Person held performance units for which performance was certified on the transaction date. Following the certification, the units remain outstanding as restricted stock units and are scheduled to vest upon the third anniversary of the grant date of the units (November 12, 2018), subject to the continued employment of the Reporting Person with Valvoline through such vesting date.
- (3) Each unit represents a contingent right to receive one share of Valvoline common stock upon distribution.
- (4) Shares of Valvoline common stock or cash become payable in respect of the units upon the event of an unforeseeable emergency (as defined in the Valvoline 2016 Deferred Compensation Plan for Employees (the "Plan")) or the Reporting Person's death, disability or separation from service, in accordance with the terms of the Plan.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>MITCHELL SAMUEL J 100 VALVOLINE WAY LEXINGTON, KY 40509</b>	X		<b>Chief Executive Officer</b>	

**Signatures**

/s/ **Anthony Cieri, Attorney-in-Fact**

**10/10/2017**

\*\*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.

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