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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**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 9, 2017

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

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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)

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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.

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**Items 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 9, 2017, Valvoline Inc. (the “Company”) filed Articles of Amendment to its Amended and Restated Articles of Incorporation (the “Articles”) with the Secretary of State of the Commonwealth of Kentucky to delete its former address from the Articles. The effective date of the amendment is May 9, 2017. A copy of the Articles of Amendment is filed herewith as Exhibit 3.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Articles of Amendment to the Amended and Restated Articles of Incorporation of Valvoline Inc., effective May 9, 2017

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**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: May 15, 2017

By: /s/ Issa O. Yesufu  
Issa O. Yesufu  
Assistant Secretary

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## EXHIBIT INDEX

- 3.1 Articles of Amendment to the Amended and Restated Articles of Incorporation of Valvoline Inc., effective May 9, 2017
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0952572.09 Dcornish  
AMD  
Alison Lundergan Grimes  
Kentucky Secretary of State  
Received and Filed:  
5/9/2017 1 :25 PM  
Fee Receipt \$40.00



COMMONWEALTH OF KENTUCKY  
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

<b>Division of Business Filings</b> <b>Business Filings</b> PO Box 718 Frankfort, KY 40602 (502) 564-3490 www.sos.ky.gov	Articles of Amendment (Domestic Profit or Professional Services Corporation) <span style="float: right;">AMD</span>
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Pursuant to the provisions of KRS 14A and KRS 271B, the undersigned applies to amend articles of incorporation, and for that purpose, submits the following statements:

1. Name of the corporation on record with the Office of the Secretary of State is

Valvoline Inc.

**(The name must be identical to the name on record with the Secretary of State.)**

2. The text of each amendment adopted: Article XII of the Amended and Restated Articles of Incorporation be and is hereby deleted in its entirety.

3. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

4. The date of adoption of each amendment was as follows: May 5, 2017

5. Check the option that applies (check only one option):

- The amendment(s) was (were) duly adopted by the incorporators prior to issuance of shares.
- The amendment(s) was (were) duly adopted by the board of directors prior to issuance of shares.
- The amendment(s) was (were) duly adopted by the incorporators or board of director without shareholder action as shareholder action was not required.
- If the amendment(s) was (were) duly adopted by the shareholders, the:
  - a) \_\_\_ Number of outstanding shares.
  - b) \_\_\_ Number of votes entitled to be cast by each voting group entitled to vote separately on the amendment
  - c) \_\_\_ Number of votes of each voting group indisputably represented at the meeting.
  - d) \_\_\_ The total number of votes in favor of the amendment.
  - e) \_\_\_ The number of votes against the amendment.
  - f) \_\_\_ The number of votes cast for the amendment by each voting group was sufficient.

6. This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective cannot be prior to the date the application is filed. The date and/or time is \_\_\_\_\_. **(Delayed effective date and/or time)**

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.

/s/ Issa O. Yesufu Signature of Officer or Chairman of the Board	Issa O. Yesufu Printed Name	Assistant Secretary Title	May 5, 2017 Date
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**ARTICLES OF AMENDMENT  
TO THE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
VALVOLINE INC.**

Pursuant to KRS 271B.10-060, the undersigned hereby submits the following Articles of Amendment to the Amended and Restated Articles of Incorporation of Valvoline Inc. (the "Corporation") and states as follows:

**FIRST** , the name of the Corporation is Valvoline Inc.

**SECOND** , Article XII of the Amended and Restated Articles of Incorporation of the Corporation be and is hereby deleted in its entirety.

**THIRD** , these Articles of Amendment shall be effective upon filing.

**FOURTH** , these Articles of Amendment to the Amended and Restated Articles of Incorporation of Valvoline Inc. were adopted by the Board of Directors without shareholder action, which shareholder action was not required pursuant to KRS 271B.10-020(4).

*[ Signature Page Follows ]*

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**IN WITNESS WHEREOF** , the Corporation has caused these Articles of Amendment to be signed this 5<sup>th</sup> day of May, 2017.

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

[ *Signature Page to Articles of Amendment (Removing Principal Office Address)* ]

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