
**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): **August 25, 2016**

Trinseo S.A.

(Exact name of registrant as specified in its charter)

Luxembourg
(State or other jurisdiction of incorporation)

N/A
(I.R.S. Employer Identification Number)

001-36473
(Commission File Number)

1000 Chesterbrook Boulevard, Suite 300
Berwyn, Pennsylvania
(Address of principal executive offices)

19312
(Zip Code)

(610) 240-3200
(Registrant's telephone number, including area code)

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))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Director .

On August 25, 2016, the board of directors (the “Board”) of Trinseo S.A. (the “Company”) approved the appointment of Philip Martens and Ruth Springham to the Board to fill the seats to be vacated by Messrs. Aurélien Vasseur and Felix Hauser effective September 1, 2016, in accordance with the Company’s Articles of Association. The appointments of Mr. Martens and Ms. Springham will be effective September 1, 2016. Upon ratification of their appointments by the shareholders at the 2017 Annual General Meeting of Shareholders, Mr. Martens and Ms. Springham will hold office until the 2019 and 2020 Annual General Meeting of Shareholders, respectively, and until successors are elected and qualified. Mr. Martens is expected to be appointed to the Company’s compensation and nominating and corporate governance committees.

There is no arrangement or understanding under which either Mr. Martens or Ms. Springham was appointed as a director. There are no transactions involving Mr. Martens or Ms. Springham requiring disclosure under Item 404(a) of Regulation S-K. Mr. Martens and Ms. Springham will each participate in the Company’s director compensation program set forth in the Company’s director offer letter, a form of which is set forth in Exhibit 10.1 to this Current Report, except that Ms. Springham will not participate in the Company’s equity compensation program for directors. In connection with his appointment to the Board, Mr. Martens and Ms. Springham each entered into the Company’s standard indemnification agreement, the terms of which are described in the Company’s Registration Statement on Form S-1 (File No. 333-194561) and a form of such agreement was filed as Exhibit 10.39 thereto.

Item 8.01 Other Events

The Company announced the appointments of Mr. Martens and Ms. Springham in a press release dated August 31, 2016 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 10.1 Form of Director Offer Letter
- 99.1 Press Release, dated August 31, 2016.

SIGNATURE

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.

Trinseo S.A.

By: /s/ Angelo N. Chaclas
Name: Angelo N. Chaclas
Title: Senior Vice President, Chief Legal Officer and Corporate Secretary

Date: August 31, 2016



Trinseo LLC
1000 Chesterbrook Blvd
Suite 300
Berwyn, PA 19312

[Date]

[Director Nominee Name]

[Address]

Dear Director Nominee,

The Nominating and Corporate Governance Committee (NCGC) of Trinseo S.A. (the “Company” or “Trinseo”) is pleased to proffer you as a candidate to join the Board of Directors (the “Board”) of the Company at the next available vacancy of the Board. Your appointment would take effect at a mutually agreeable date following the necessary approvals from our Board of Directors. This Letter Agreement outlines the terms of your potential appointment to the Board.

In connection with your appointment as a member of the Board of Directors, you will be entitled to:

- An annual Cash Retainer fee of \$90,000, which will be paid quarterly.
- An annual Equity Retainer — payable in the form of restricted stock units (“RSU’s”) equivalent to \$90,000 in value which will fully vest on the first anniversary of each respective grant date, subject to your continued service as a member of the Board of Directors. The first grant of RSUs will be awarded following your appointment to the Board. You will receive subsequent grants annually at the time of the Company’s annual meeting of shareholders.

The Company will reimburse you for all reasonable travel expenses that you incur in connection with your attendance at meetings of the Board of Directors, in accordance with the Company’s expense reimbursement policy as in effect from time to time.

As a Director of the Company, the following apply to you:

- You will receive indemnification as set forth in the Company’s articles of association.
 - Prior to and after your appointment, you are required to notify the Company’s legal department of any potential or actual conflicts of interests that may arise with respect to the Company.
 - You will be subject to Trinseo’s share ownership guidelines for members of the Board of Directors and for key employees, which stipulate you are expected to own 5 times your annual cash retainer in Trinseo stock within 5 years from the date you become a Board member.
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We hope that you are interested in this potential opportunity to join the Company’s Board of Directors and serve on various committees. Please note that the Company’s committee structure is overseen by the NCGC and subject to Board approval. If you join the Company’s Board of Directors, the NCGC will review with you potential committee assignments.

Please indicate your agreement with these terms and accept this conditional offer by signing, dating and returning this letter to Marilyn Horner, SVP Human Resources.

Yours very truly,

Christopher Pappas, President and CEO & Chairman of NCGC

Cc: [Names of Nominating and Corporate Governance Committee Members]

I have read, understand and accept this conditional offer to join the Trinseo S.A. Board of Directors:

[Director Nominee]

Date

**Press contact:**

Trinseo
 Donna St. Germain
 Tel : +1 610-240-3307
 Email: stgermain@trinseo.com

Investor Contact:

Trinseo
 David Stasse
 Tel : +1 610-240-3207
 Email: dstasse@trinseo.com

Phillip Martens and Ruth Springham Appointed to Trinseo Board of Directors

Berwyn, PA — August 31, 2016 — Trinseo (NYSE: TSE), a global materials solutions provider and manufacturer of plastics, latex binders and synthetic rubber, today announced that Phillip R. Martens and Ruth Springham will join the company’s Board of Directors, effective September 1, 2016.

Phil Martens is the former CEO of Novelis, an \$11 billion aluminum producer based in the U.S. In 2013, Martens received the CEO of the Year award at the Platt Global Metals Awards. Prior to joining Novelis, Martens held various senior executive roles at ArvinMeritor and Ford Motor Company. Mr. Martens serves as Chairman of the Board of Graphic Packaging Holding Company (NYSE: GPK), a leading provider of packaging solutions for a wide variety of products to food, beverage and other consumer products companies, where he has been director since November 2013. Additionally, he has been a director at Plexus Corporation (NASDAQ: PLXS) since November 2010. Mr. Martens holds an MBA from the University of Michigan and a Bachelor of Science degree in mechanical engineering from Virginia Polytechnic Institute.

Ruth Springham is a Director at Bain Capital Luxembourg, with responsibilities related to corporate governance and mergers and acquisitions. Prior to joining Bain Capital in 2004, she held management roles at Thomson Reuters and Eurostat. Ms. Springham holds a Master of Arts degree from the University of Glasgow. She is on the board of several Luxembourg-based fund complexes and holding companies.

“We are extremely pleased to welcome directors of Phil and Ruth’s caliber to the Trinseo Board of Directors,” said Chris Pappas, president and CEO of Trinseo. “Phil has extensive senior executive experience at manufacturing companies with worldwide operations as well as significant public board experience. Ruth’s directorship experiences will provide Trinseo with ongoing corporate governance expertise. Phil and Ruth will be valuable additions to our continued development as an independent publicly traded company.”

About Trinseo

Trinseo (NYSE: TSE) is a global materials solutions provider and manufacturer of plastics, latex binders, and synthetic rubber. We are focused on delivering innovative and sustainable solutions to help our customers create products that touch lives every day — products that are intrinsic to how we live our lives — across a wide range of end-markets, including automotive, consumer electronics, appliances, medical devices, lighting, electrical, carpet, paper and board, building and construction, and tires. Trinseo had approximately \$4.0 billion in revenue in 2015, with 18 manufacturing sites around the world, and more than 2,200 employees.

Note on Forward-Looking Statements

This release may contain “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue,” and similar expressions are intended to identify such forward-looking statements. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future, including risks and uncertainties relating to the consummation of the proposed offering by the Selling Shareholder and the repurchase by the Company and the risks identified, or incorporated by reference, in the prospectus supplement or accompanying prospectus. As a result of the foregoing considerations, you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release. All forward-looking statements are qualified in their entirety by this cautionary statement. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.
