

FORM 4

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

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Estimated average burden
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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

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

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			
Common Stock	6/6/2017		A		75533	A	(1)(2)(3)	100533 (4)	D	
Common Stock								5200 (5)	I	By 401(k) Plan

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				
Restricted Stock Unit	(6)	6/6/2017		A		27867 (7)(8) (9)		(10)	(10)	Common Stock	27867	(7)(8)(9)	27867	D	
FY 2011 Stock Appreciation Right	\$9.64 (11)	6/6/2017		A		50037		(12)	12/17/2020	Common Stock	50037	(11)	50037	D	
FY 2012 Stock Appreciation Right	\$10.33 (13)	6/6/2017		A		52189		(14)	1/2/2022	Common Stock	52189	(13)	52189	D	
FY 2013 Stock Appreciation Right	\$13.08 (15)	6/6/2017		A		61874		(16)	12/14/2022	Common Stock	61874	(15)	61874	D	
FY 2014 Stock Appreciation Right	\$16.67 (17)	6/6/2017		A		33358		(18)	12/13/2023	Common Stock	33358	(17)	33358	D	
FY 2015 Stock Appreciation Right	\$20.99 (19)	6/6/2017		A		31744		(20)	12/12/2024	Common Stock	31744	(19)	31744	D	
FY 2016 Stock Appreciation Right	\$20.8 (21)	6/6/2017		A		46002		(22)	12/18/2025	Common Stock	46002	(21)	46002	D	
FY 2017 Stock Appreciation Right	\$20.29 (23)	6/6/2017		A		101958		(24)	12/16/2026	Common Stock	101958	(23)	101958	D	
Unit	(25)	6/6/2017		A		310		(26)	(26)	Common Stock	310		\$22.62 188329	D	

Explanation of Responses:

- Represents the sum of 46,696 shares of restricted stock granted pursuant to the adjustment described in footnote (2) below and 28,837 shares of restricted stock granted pursuant to the plan described in (3) below.
- Ashland Global Holdings Inc. ("Ashland") distributed to its stockholders on May 12, 2017 (the "Distribution Date") 170,000,000 shares of Valvoline Inc. ("Valvoline") common stock as a pro rata dividend (the "Distribution"). Pursuant to the terms of the Employee Matters Agreement entered into between Ashland and Valvoline dated September 22, 2016 (the "Employee Matters Agreement"), the Reporting Person was entitled to receive the number of shares of restricted stock of Valvoline obtained by dividing (x) the closing price of Ashland common stock on the Distribution Date by (y) the simple arithmetic

average of the volume-weighted average price of Valvoline common stock for each of the ten consecutive trading days immediately following the Distribution Date (such quotient, the "Equity Award Exchange Ratio") for each such share of restricted stock.

- (3) Pursuant to the terms of the Executive Performance Incentive and Retention Program (the "EPIRP"), upon the Distribution, one-third of the Reporting Person's performance-based restricted shares granted under the EPIRP were convertible at "target" level (i.e. 50%) into 5,360 time-vested restricted shares immediately following the 120th day following the consummation of the Distribution. Pursuant to the terms of the EPIRP, each such time-vested restricted share was further adjusted into the number of time-vested restricted shares equal to the Equity Award Exchange Ratio.
- (4) Includes 75,533 shares of unvested restricted stock.
- (5) As of the close of business on June 5, 2017, the reporting person had acquired approximately 5,200 shares of Valvoline common stock under the Valvoline 401(k) plan (based on the closing price of Valvoline common stock as of the close of business on June 5, 2017).
- (6) Each restricted stock unit represents a contingent right to receive one (1) share of Valvoline common stock.
- (7) Represents the sum of 22,038 restricted stock units granted pursuant to the adjustment described in footnote (8) below and 5,829 restricted stock units granted pursuant to the plan described in footnote (9) below.
- (8) Pursuant to the terms of the Employee Matters Agreement, the Reporting Person was entitled to receive the number of restricted stock units of Valvoline equal to the Equity Award Exchange Ratio for each such restricted stock unit.
- (9) Pursuant to the terms of the FY 2016-2018 Long Term Incentive Plan (the "LTIP Plan"), upon the Distribution, one-third of the Reporting Person's performance units under the LTIP Plan became convertible into 1,083 time-based, stock-settled restricted stock units immediately following the 120th day following the consummation of the Distribution. Pursuant to the terms of the LTIP Plan, each such time-based, stock settled restricted stock unit was further adjusted into the number of time-based, stock settled restricted stock units equal to the Equity Award Exchange Ratio.
- (10) The restricted stock units described in footnote (8) above vest upon the same terms and conditions as were applicable to the Reporting Person's awards of restricted stock units of Ashland immediately prior to the Distribution. The restricted stock units described in footnote (9) above vest upon the third anniversary of the grant date (i.e. November 18, 2018) so long as the Reporting Person remains employed through such vesting date.
- (11) Pursuant to the terms of the Employee Matters Agreement, the Reporting Person was entitled to receive the number of stock appreciation rights of Valvoline equal to the Equity Award Exchange Ratio for each such stock appreciation right, and the original strike price of \$51.86 was converted to \$9.64.
- (12) Fifty percent (50%) of the stock appreciation rights vested on November 17, 2011, twenty-five percent (25%) of the stock appreciation rights vested on November 17, 2012 and twenty-five percent (25%) of the stock appreciation rights vested on November 17, 2013.
- (13) Pursuant to the terms of the Employee Matters Agreement, the Reporting Person was entitled to receive the number of stock appreciation rights of Valvoline equal to the Equity Award Exchange Ratio for each such stock appreciation right, and the original strike price of \$55.56 was converted to \$10.33.
- (14) Fifty percent (50%) of the stock appreciation rights vested on December 2, 2012, twenty-five percent (25%) of the stock appreciation rights vested on December 2, 2013 and twenty-five percent (25%) of the stock appreciation rights vested on December 2, 2014.
- (15) Pursuant to the terms of the Employee Matters Agreement, the Reporting Person was entitled to receive the number of stock appreciation rights of Valvoline equal to the Equity Award Exchange Ratio for each such stock appreciation right, and the original strike price of \$70.37 was converted to \$13.08.
- (16) Fifty percent (50%) of the stock appreciation rights vested on November 14, 2013, twenty-five percent (25%) of the stock appreciation rights vested on November 14, 2014 and twenty-five percent (25%) of the stock appreciation rights vested on November 14, 2015.
- (17) Pursuant to the terms of the Employee Matters Agreement, the Reporting Person was entitled to receive the number of stock appreciation rights of Valvoline equal to the Equity Award Exchange Ratio for each such stock appreciation right, and the original strike price of \$89.69 was converted to \$16.67.
- (18) Fifty percent (50%) of the stock appreciation rights vested on November 13, 2014, twenty-five percent (25%) of the stock appreciation rights vested on November 13, 2015 and twenty-five percent (25%) of the stock appreciation rights vested on November 13, 2016.
- (19) Pursuant to the terms of the Employee Matters Agreement, the Reporting Person was entitled to receive the number of stock appreciation rights of Valvoline equal to the Equity Award Exchange Ratio for each such stock appreciation right, and the original strike price of \$112.91 was converted to \$20.99.
- (20) Fifty percent (50%) of the stock appreciation rights vested on November 12, 2015, twenty-five percent (25%) of the stock appreciation rights vested on November 12, 2016 and twenty-five percent (25%) of the stock appreciation rights vest on November 12, 2017.
- (21) Pursuant to the terms of the Employee Matters Agreement, the Reporting Person was entitled to receive the number of stock appreciation rights of Valvoline equal to the Equity Award Exchange Ratio for each such stock appreciation right, and the original strike price of \$111.89 was converted to \$20.80.
- (22) Fifty percent (50%) of the stock appreciation rights vested on November 18, 2016, twenty-five percent (25%) of the stock appreciation rights vest on November 18, 2017 and twenty-five percent (25%) of the stock appreciation rights vest on November 18, 2018.
- (23) Pursuant to the terms of the Employee Matters Agreement, the Reporting Person was entitled to receive the number of stock appreciation rights of Valvoline equal to the Equity Award Exchange Ratio for each such stock appreciation right, and the original strike price of \$109.15 was converted to \$20.29.
- (24) Fifty percent (50%) of the stock appreciation rights vest on November 16, 2017, twenty-five percent (25%) of the stock appreciation rights vest on November 16, 2018 and twenty-five percent (25%) of the stock appreciation rights vest on November 16, 2019.
- (25) Each unit represents a contingent right to receive one share of Valvoline common stock upon distribution. Subject to the terms and conditions of the Valvoline 2016 Deferred Compensation Plan for Employees (the "Plan"), the Reporting Person may elect to transfer certain units held within the Plan to another hypothetical investment alternative.
- (26) Shares of Valvoline common stock become payable in respect of the units upon the event of an unforeseeable emergency (as defined in the Plan) or the Reporting Person's death, disability or separation from service, in accordance with the terms of the Plan. The Reporting Person may elect to transfer certain units held within the Plan to another hypothetical investment alternative at any time.

Reporting Owners

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

Signatures

/s/ Issa O. Yesufu, Attorney-in-Fact

6/8/2017

**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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