
**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): February 10, 2020

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01 per share	VVV	New York Stock Exchange

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 8.01.**Other Events.**

On February 10, 2020, Valvoline Inc. (“Valvoline”) issued a press release announcing that it had commenced an offering of \$500 million aggregate principal amount of its 4.250% senior notes due 2030 (the “Notes”). Subsequently, on February 10, 2020, Valvoline issued a press release announcing that it had priced the offering of the Notes and upsized the offering from \$500 million to \$600 million aggregate principal amount. The Notes will be unsecured obligations of Valvoline and will be guaranteed on an unsubordinated unsecured basis by each of Valvoline’s subsidiaries that guarantees Valvoline’s obligations under its existing senior secured credit facilities. Valvoline intends to use the net proceeds from this offering to (i) fund the redemption of all of its outstanding 5.500% Senior Notes due 2024 at an aggregate redemption price of approximately \$394 million (which includes an estimated redemption premium of approximately \$16 million and unpaid accrued interest of approximately \$3 million) and to pay related fees and expenses and (ii) repay \$100 million of indebtedness under its term loan A facility. Valvoline intends to use the remaining net proceeds for general corporate purposes, which may include acquisitions, repayment of indebtedness, working capital and capital expenditures. The offering is expected to close on February 25, 2020, subject to customary closing conditions.

The Notes have not been and will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The Notes will be offered and sold only to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and to non-U.S. persons outside the United States pursuant to Regulation S under the Securities Act.

Copies of the press releases announcing the commencement and pricing and upsizing of the Notes offering are hereby incorporated by reference and attached hereto as Exhibits 99.1 and 99.2, respectively.

Item 9.01.**Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.**Description of Exhibit**

99.1	Press Release announcing the commencement of the Notes offering dated February 10, 2020.
99.2	Press Release announcing the pricing and upsizing of the Notes offering dated February 10, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Date: February 10, 2020

By: /s/ Julie M. O'Daniel
Julie M. O'Daniel
Senior Vice President, Chief Legal Officer & Corporate Secretary



NEWS RELEASE

Valvoline Announces Commencement of Senior Notes Offering

LEXINGTON, KY, February 10, 2020 – Valvoline Inc. (“Valvoline”) (NYSE: VVV) announced today the commencement of an offering of \$500 million aggregate principal amount of Senior Notes due 2030 (the “Notes”). The Notes will be unsecured unsubordinated obligations of Valvoline. Each of Valvoline’s subsidiaries that guarantees Valvoline’s obligations under its existing senior secured credit facilities will guarantee the Notes on an unsubordinated unsecured basis. Valvoline intends to use the net proceeds from this offering to fund the redemption of all of its outstanding 5.500% Senior Notes due 2024 and to pay related fees and expenses. Valvoline intends to use the remaining net proceeds for general corporate purposes, which may include acquisitions, repayment of indebtedness under its credit facility, working capital and capital expenditures.

The Notes will be offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons outside the United States pursuant to Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements.

This news release shall not constitute an offer to sell, or a solicitation of an offer to buy the Notes. No offer, solicitation, or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful.

About Valvoline™

Valvoline Inc. (NYSE: VVV) is a leading worldwide marketer and supplier of premium branded lubricants and automotive services, with sales in more than 140 countries. Established in 1866, the company’s heritage spans more than 150 years, during which time it has developed powerful brand recognition across multiple product and service channels. Valvoline ranks as the No. 3 passenger car motor oil brand in the DIY market by volume. It operates and franchises approximately 1,400 quick-lube locations, and it is the No. 2 chain by number of stores in the United States under the Valvoline Instant Oil ChangeSM brand and the No. 3 chain by number of stores in Canada under the Valvoline Great Canadian Oil Change brand. It also markets Valvoline lubricants and automotive chemicals, including Valvoline High Mileage with MaxLife technology motor oil for engines over 75,000 miles; Valvoline Advanced Full Synthetic motor oil; Valvoline Premium Blue™ heavy-duty motor oil; Valvoline Multi-Vehicle Automatic Transmission Fluid; and Zerex™ antifreeze.

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

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

Forward-Looking Statements

Certain statements in this news release, other than statements of historical fact, including estimates, projections and statements related to Valvoline's business plans and operating results, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Valvoline has identified some of these forward-looking statements with words such as "anticipates," "believes," "expects," "estimates," "is likely," "predicts," "projects," "forecasts," "may," "will," "should" and "intends" and the negative of these words or other comparable terminology. These forward-looking statements are based on Valvoline's current expectations, estimates, projections and assumptions as of the date such statements are made and are subject to risks and uncertainties that may cause results to differ materially from those expressed or implied in the forward-looking statements. Additional information regarding these risks and uncertainties are described in the company's filings with the Securities and Exchange Commission (the "SEC"), including in the "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Quantitative and Qualitative Disclosures about Market Risk" sections of Valvoline's most recently filed periodic reports on Forms 10-K and Forms 10-Q, which are available on Valvoline's website at <http://investors.valvoline.com/sec-filings> or on the SEC's website at <http://sec.gov>. Valvoline assumes no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future, unless required by law.

FOR FURTHER INFORMATION

Sean T. Cornett
Senior Director, Investor Relations & Communications
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scornett@valvoline.com



NEWS RELEASE

Valvoline Announces Pricing and Upsizing of Senior Notes Offering

LEXINGTON, KY, February 10, 2020 – Valvoline Inc. (“Valvoline”) (NYSE: VVV) announced today that it has priced its previously announced offering of 4.250% Senior Notes due 2030 (the “Notes”) and upsized the offering from \$500 million to \$600 million aggregate principal amount. The Notes will be unsecured unsubordinated obligations of Valvoline. Each of Valvoline’s subsidiaries that guarantees Valvoline’s obligations under its existing senior secured credit facilities will guarantee the Notes on an unsubordinated unsecured basis. Valvoline intends to use the net proceeds from this offering to (i) fund the redemption of all of its outstanding 5.500% Senior Notes due 2024 and to pay related fees and expenses and (ii) repay \$100 million of indebtedness under its term loan A facility. Valvoline intends to use the remaining net proceeds for general corporate purposes, which may include acquisitions, repayment of indebtedness under its credit facility, working capital and capital expenditures. The offering is expected to close on February 25, 2020, subject to customary closing conditions.

The Notes will be offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons outside the United States pursuant to Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements.

This news release shall not constitute an offer to sell, or a solicitation of an offer to buy the Notes. No offer, solicitation, or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful.

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