

# 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>Scheve David 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 type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Controller</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/6/2017</b></p>		<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>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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								50 (1)	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	(2)	6/6/2017		A		9207 (3)		(4)	(4)	Common Stock	9207	(3)	9207	D	
FY 2017 Stock Appreciation Right	\$20.29 (5)	6/6/2017		A		6725		(6)	12/16/2026	Common Stock	6725	(5)	6725	D	

**Explanation of Responses:**

- (1) As of the close of business on June 5, 2017, the reporting person had acquired approximately 50 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).
- (2) Each restricted stock unit represents a contingent right to receive one (1) share of Valvoline common stock.
- (3) 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 restricted stock units 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 restricted stock unit.
- (4) The restricted stock units 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.
- (5) 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.
- (6) 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Scheve David J.</b> <b>100 VALVOLINE WAY</b>			<b>Controller</b>	

LEXINGTON, KY 40509

**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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