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

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Valvoline Inc.

(Exact name of registrant as specified in its charter)

Kentucky
(State or other jurisdiction of
incorporation or organization)

30-0939371
(I.R.S. Employer
Identification No.)

**100 Valvoline Way
Lexington, KY 40509
(859) 357-7777**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Valvoline Inc. 2016 Deferred Compensation Plan for Employees
Valvoline 401(k) Plan
(Full title of the plan)**

Julie M. O'Daniel
Senior Vice President, General Counsel and Corporate Secretary Valvoline Inc.
**3499 Blazer Parkway
Lexington, KY 40509
(859) 357-7777**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated Filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.01 per share	2,500,000 (3)	\$23.47	\$58,675,000.00	\$6,800.43
Participation Interests	(4)	--	--	(5)

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock that may from time to time be offered or issued under the Valvoline Inc. 2016 Deferred Compensation Plan for Employees (the "2016 Deferred Compensation Plan") and the Valvoline 401(k) Plan (the "401(k) Plan")(collectively, the "Valvoline Plans"), as applicable, pursuant to this Registration Statement to prevent dilution resulting from stock splits, stock dividends or any other similar transactions.
- (2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(h) under the Securities Act on the basis of the average of the high and low prices of the Valvoline Common Stock as reported on the New York Stock Exchange on May 10, 2017.
- (3) Represents (a) 1,000,000 shares of Valvoline Common Stock issuable pursuant to the 2016 Deferred Compensation Plan and (b) 1,500,000 shares of Valvoline Common Stock issuable under the 401(k) Plan.
- (4) Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement covers an indeterminate amount of interests to be offered or sold pursuant to the 401(k) Plan described herein.
- (5) Pursuant to Rule 457(h)(3) no registration fee is required to be paid.

EXPLANATORY NOTE

Prior to the initial public offering (“IPO”) of approximately 17% of the common stock, par value \$0.01 per share (“Valvoline Common Stock”) of Valvoline Inc. (“Valvoline”, “we”, “our”, “us”, or the “Company”), Valvoline was a wholly owned subsidiary of Ashland Global Holdings Inc. (“Ashland”). Following the completion of the IPO in September 2016, Valvoline remains a majority owned subsidiary of Ashland. On November 8, 2016, Ashland announced its intention to distribute its remaining shares of Valvoline Common Stock following the release of Valvoline’s and Ashland’s fiscal 2017 second quarter earnings results. We refer to this distribution as the “final separation”.

Pursuant to the terms of the Valvoline Plans, obligations thereunder to issue shares of common stock during the period from January 1, 2017 until the final separation (such period, the “Interim Period”) shall be satisfied using Ashland common stock, par value \$0.01 per share (“Ashland Common Stock”). Subsequent to that period, obligations will be satisfied using Valvoline Common Stock. Ashland has previously filed a registration statement relating to shares of Ashland Common Stock that will be offered pursuant to the Valvoline Plans during the Interim Period. This registration statement (this “Registration Statement”) relates to Valvoline’s general unsecured and unfunded obligations that may be incurred in accordance with the terms of the Valvoline Plans, both during the Interim Period and following the final separation.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I will be sent or given to employees participating in the Valvoline Plans, as specified by Rule 428(b)(1) promulgated under the Securities Act. In accordance with the instructions to Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission by Valvoline pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are, as of their respective dates of filing with the Commission, hereby incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) The Company’s Annual Report on Form 10-K for the fiscal year ended September 30, 2016, filed with the Commission on December 19, 2016;
-

- (b) The Company's Quarterly Reports on Form 10-Q for the quarterly periods ended December 31, 2016 and March 31, 2017, filed with the Commission on February 13, 2017 and April 28, 2017, respectively; and
- (c) The Company's Current Reports on Form 8-K or Form 8-K/A, as applicable, filed with the Commission since September 30, 2016.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity offered hereby has been passed upon by Julie M. O'Daniel, Valvoline's Senior Vice President, General Counsel and Corporate Secretary.

Item 6. Indemnification of Directors and Officers.

Section 271B.2-020 of the Kentucky Business Corporation Act (the "KBCA") permits a corporation to eliminate or limit the personal liability of its directors for monetary damages for breach of fiduciary duty as a director; provided that such a provision does not eliminate or limit the liability of directors for (i) transactions in which the director's personal financial interest is in conflict with the financial interests of the corporation or its shareholders; (ii) acts or omissions that are not taken in good faith, that involve intentional misconduct or that are known to the director to be a violation of law; (iii) a vote for or assent to certain unlawful distributions to shareholders; or (iv) any transaction from which the director derived an improper personal benefit. Our amended and restated articles of incorporation include a provision limiting the liability of our directors to the fullest extent permitted by Kentucky law.

Section 271B.8-510 of the KBCA generally permits a corporation to indemnify an individual who is made a party to a proceeding because the individual is or was a director or officer of the corporation as long as the individual (i) conducted himself or herself in good faith; (ii) honestly believed, in the case of conduct in his or her official capacity with the corporation, that the conduct was in the best interest of the corporation or, in all other cases, was at least not opposed to its best interest; and (iii) in a criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. Indemnification may be made against the obligation to pay a judgment, settlement, penalty, fine or reasonable expenses (including counsel fees) incurred with respect to a proceeding, except that if the proceeding was by or in the right of the corporation, indemnification may only be made against reasonable expenses. A determination that indemnification is permitted by the terms of the KBCA must first be made before a director or officer can be indemnified. Section 271B.8-510 of the KBCA specifically prohibits indemnification (i) in connection with a proceeding by or in the right of the corporation in which the director or officer is held liable to the corporation or (ii) in connection with any other proceeding where the director or officer is adjudged to have received an improper personal benefit, in each case, unless the applicable court determines that indemnification is appropriate.

In addition, Section 271B.8-520 of the KBCA provides that, unless limited by the articles of incorporation, a corporation shall indemnify any director or officer who is wholly successful in the defense of any proceeding to which the individual was a party because he or she is or was a director or officer of the corporation against reasonable expenses incurred in connection with the proceeding.

Our amended and restated articles of incorporation permit, and our amended and restated by-laws generally require, that we indemnify our directors and officers to the fullest extent permitted under Kentucky or other applicable law. The right to be indemnified will, unless determined by us not to be in our best interests, include the right of a director or officer to be paid expenses, including attorneys' fees, in advance of the final disposition of any proceeding; provided that, if required by law or by us in our discretion, we receive an undertaking to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified.

We also maintain directors' and officers' insurance, and have entered into indemnification agreements with each of our directors and executive employment contracts with certain of our executive officers that require indemnification, subject to certain exceptions and limitations.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibits to this Registration Statement are listed in the Exhibit Index following the signature page to this Registration Statement and are incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

- (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
- (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act), that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
-

- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
-

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lexington, Commonwealth of Kentucky, on the 11th day of May, 2017.

VALVOLINE INC.

(Registrant)

By: /s/ Julie M. O'Daniel

Name: Julie M. O'Daniel

Title: Senior Vice President, General
Counsel and Corporate Secretary

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signature	Title	Date
<u>*</u> Samuel J. Mitchell, Jr.	Chief Executive Officer and Director (Principal Executive Officer)	May 11, 2017
<u>*</u> Mary E. Meixelsperger	Chief Financial Officer (Principal Financial Officer)	May 11, 2017
<u>*</u> David J. Scheve	Controller (Principal Accounting Officer)	May 11, 2017
<u>*</u> William A. Wulfsohn	Non-Executive Chairman and Director Director	May 11, 2017
<u>*</u> Mary J. Twinem	Director	May 11, 2017
<u>*</u> Richard J. Freeland	Director	May 11, 2017
<u>*</u> Stephen F. Kirk	Director	May 11, 2017
<u>*</u> Vada O. Manager	Director	May 11, 2017
<u>*</u> Stephen E. Macadam	Director	May 11, 2017
<u>*</u> Charles M. Sonstebly	Director	May 11, 2017

* The undersigned, by signing his or her name hereto, executes this Registration Statement pursuant to a power of attorney executed by the above-named persons and filed with the Commission as an Exhibit to this Registration Statement.

VALVOLINE INC .

(Registrant)

By: /s/ Julie M. O'Daniel

Julie M. O'Daniel

Attorney-in-Fact

May 11, 2017

INDEX TO EXHIBITS

The following exhibits are filed with this Registration Statement.

Exhibit No.	Description of Exhibit
4.1	Valvoline Inc. 2016 Deferred Compensation Plan for Employees (filed as Exhibit 10.1 to the Company's Form 10-K for the fiscal year ended September 30, 2016 (SEC File No. 001-37884), and incorporated herein by reference).
*5.1	Opinion of Julie M. O'Daniel.
*23.1	Consent of Ernst & Young LLP.
*23.2	Consent of PricewaterhouseCoopers LLP.
*23.3	Consent of Julie M. O'Daniel (contained in her opinion filed as Exhibit 5.1).
*24.1	Power of Attorney.

* Filed herewith.



Julie M. O'Daniel
General Counsel and Secretary

Valvoline Inc.

100 Valvoline Way
Lexington, KY 40509
Tel: 859 357-7777, Fax:
859 357-2117
jmodaniel@valvoline.com

valvoline.com

May 11, 2017

Ladies and Gentlemen:

I am the Senior Vice President, General Counsel and Corporate Secretary of Valvoline Inc., a Kentucky corporation (“ Valvoline ”). Reference is made to the Registration Statement on Form S-8 (the “ Registration Statement ”) filed by Valvoline on the date hereof with the Securities and Exchange Commission (the “ Commission ”) relating to the registration of 1,000,000 shares of Valvoline common stock, par value \$0.01 per share (the “ Common Stock ”), for issuance under the 2016 Deferred Compensation Plan (the “ Deferred Compensation Plan ”) and 1,500,000 shares of Common Stock for issuance under the 401(k) Plan (the “ 401(k) Plan ” and, together with the Deferred Compensation Plan, the “ Plans ”).

In rendering the opinion below, I have supervised the examination of such documents, corporate records and other instruments necessary for the purposes of this opinion, including (i) the Plans ; (ii) the corporate proceedings of Valvoline taken in connection with the Plans and (iii) the Registration Statement filed by Valvoline with the Commission.

For purposes of this opinion, I have assumed the authenticity of all documents submitted to me as originals, the conformity to the originals of all documents submitted to me as copies and the authenticity of the originals of all documents submitted to me as copies. I have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. I have not independently established or verified any facts relevant to the opinions expressed herein, but have relied upon statements and representations of other officers and other representatives of the Company and others as to factual matters.

Based upon the foregoing, and subject to the qualifications hereinafter set forth, I am of the opinion that the Common Stock to be issued pursuant to the Plans will be, when issued and delivered, validly issued, fully paid and nonassessable.

My opinion expressed above is subject to the qualifications that I express no opinion as to the applicability of, compliance with, or effect of any laws except those of the Commonwealth of Kentucky. The opinions expressed herein are based upon the laws in effect on the date hereof, and I assume no obligation to revise or supplement this opinion should such laws be changed by legislative action, judicial decision or otherwise.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to me under the caption “ Interests of Named Experts and Counsel ” in the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended or the rules and regulations of the Commission promulgated thereunder.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion is furnished to you in connection with the filing of the Registration Statement.

Very truly yours,

/s/ Julie M. O'Daniel

Julie M. O ' Daniel
Senior Vice President, General Counsel and Corporate Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2016 Deferred Compensation Plan for Employees of Valvoline Inc. and the 401(k) Plan of Valvoline of our report dated December 19, 2016, with respect to the consolidated financial statements of Valvoline Inc. and Consolidated Subsidiaries included in its Annual Report (Form 10-K) for the year ended September 30, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Cincinnati, Ohio
May 11, 2017

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Valvoline Inc. of our report dated May 31, 2016, except for the effects of the reorganization of entities under common control discussed in Note 1 to the consolidated financial statements, as to which the date is December 19, 2016, relating to the consolidated financial statements of Valvoline Inc. and its subsidiaries for the year ended September 30, 2014, which appears in Valvoline Inc.'s Annual Report on Form 10-K for the year ended September 30, 2016.

/s/ PricewaterhouseCoopers LLP

Cincinnati, Ohio
May 11, 2017

POWER-OF-ATTORNEY

Each of the undersigned Directors and Officers of Valvoline Inc., a Kentucky corporation (the “ Corporation ”), hereby constitutes and appoints Julie M. O’ Daniel, Issa O. Yesufu and Anthony J. Cieri, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power to act without the others, as attorneys-in-fact on behalf of the undersigned and in the undersigned ’ s name, place and stead, as a Director and/or an Officer of the Corporation: (i) to sign one or more Registration Statements under the Securities Act of 1933, as amended, on Form S-8 (each, a “ Registration Statement ”), any amendments thereto, and all post-effective amendments and supplements to any such Registration Statement for the registration of the Corporation ’ s securities in respect of (a) the Valvoline Inc. 2016 Deferred Compensation Plan for Employees, (b) the Valvoline 401(k) Plan and (c) the Inducement Restricted Stock Award for Mary E. Meixelsperger; and (ii) to file any such Registration Statement and any and all amendments and supplements thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, in each case, in such forms as they or any one of them may approve, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done to the end that such Registration Statement or Registration Statements shall comply with the Securities Act of 1933, as amended, and the applicable Rules and Regulations adopted or issued pursuant thereto, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in any number of counterparts, each of which shall constitute an original and all of which, taken together, shall constitute one Power of Attorney.

Dated: April 28, 2017

/s/ Samuel J. Mitchell, Jr.

Samuel J. Mitchell, Jr.
Chief Executive Officer and Director
(Principal Executive Officer)

/s/ Mary E. Meixelsperger

Mary E. Meixelsperger
Chief Financial Officer
(Principal Financial Officer)

/s/ David J. Scheve

David J. Scheve
Controller
(Principal Accounting Officer)

/s/ William A. Wulfsohn

William A. Wulfsohn
Non-Executive Chairman and Director

/s/ Mary J. Twinem

Mary J. Twinem
Director

/s/ Richard J. Freeland

Richard J. Freeland
Director

/s/ Stephen F. Kirk

Stephen F. Kirk
Director

/s/ Vada O. Manager

Vada O. Manager
Director

/s/ Stephen E. Macadam

Stephen E. Macadam
Director

/s/ Charles M. Sonsteby

Charles M. Sonsteby
Director