

**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 principal executive offices)

Valvoline 401(k) Plan
(Full title of the plan)

Julie M. O'Daniel
Senior Vice President, Chief Legal Officer and Corporate Secretary
100 Valvoline Way
Lexington, KY 40509
(859) 357-7777

(Name, address 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, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

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 or Registration Fee
Common Stock, par value \$0.01 per share	3,000,000	\$20.74	\$62,220,000	\$7,746.39

- (1) This Registration Statement on Form S-8 (this “Registration Statement”) relates to shares of common stock, \$0.01 par value per share (the “Common Stock”) of Valvoline Inc. (“Valvoline,” or the “Registrant”) which may be issued pursuant to the Valvoline 401(k) Plan (the “401(k) Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional shares of Common Stock that may be offered or issued pursuant to the 401(k) Plan to prevent dilution resulting from stock splits, stock dividends, or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the 401(k) Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act based on the average of the high (\$20.88) and low (\$20.60) sales prices per share of the Common Stock as reported on the New York Stock Exchange on May 15, 2018.
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EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8, this Registration Statement is being filed by the Registrant to register 3,000,000 additional shares of Common Stock, which may be offered or issued from time to time pursuant to the 401(k) Plan, together with an indeterminate amount of interests in the 401(k) Plan.

The shares being registered pursuant to this Registration Statement are additional securities of the same class as the securities for which a previously filed registration statement on Form S-8 relating to the 401(k) Plan is effective. The contents of the earlier registration statement on Form S-8 (Registration No. 333-217887), as filed with the Securities and Exchange Commission (the “Commission”) on May 11, 2017, are incorporated by reference herein and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have previously been filed by the Company with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference herein and shall be deemed to be a part hereof:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended September 30, 2017, filed with the Commission on November 17, 2017 (File No. 001-37884);
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the quarterly periods ended December 31, 2017 and March 31, 2018, filed with the Commission on February 8, 2018 and May 3, 2018, respectively (File No. 001-37884);
- (c) The Registrant’s Current Reports on Form 8-K filed with the Commission on November 28, 2017, February 5, 2018, May 2, 2018 and May 17, 2018; and
- (d) The description of the Registrant’s Common Stock contained in the Registration Statement on Form 8-A filed with the Commission on September 19, 2016 (Registration No. 333-211720), pursuant to Section 12(b) of the Exchange Act and any amendment or report filed for the purpose of updating such description.

All reports and other documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the date of this Registration Statement (excluding any documents or portions of such documents that are furnished under Item 2.02 or Item 7.01 of a current report on Form 8-K and any exhibits included with such items) 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 5. Interests of Named Experts and Counsel.

The validity of the securities offered hereby has been passed upon by Julie M. O’Daniel, Valvoline’s Senior Vice President, Chief Legal Officer and Corporate Secretary. Ms. O’Daniel beneficially owns 3,978 shares of Common Stock inclusive of stock appreciation rights to acquire 1,641 net shares of Common Stock which she is deemed to beneficially own in accordance with Rule 13d-3.

Item 8. Exhibits.

The following exhibits are filed with this Registration Statement.

Exhibit No.	Description of Exhibit
4.1	Amended and Restated Articles of Incorporation of Valvoline Inc. (incorporated by reference to Exhibit 3.1 to Valvoline's Annual Report on Form 10-K (File No. 001-37884) filed on November 17, 2017).
4.2	Amended and Restated By-Laws of Valvoline Inc. (incorporated by reference to Exhibit 3.2 to Valvoline's Annual Report on Form 10-K (File No. 001-37884) filed on December 19, 2016).
5.1*	Opinion of Julie M. O'Daniel.
23.1*	Consent of Ernst & Young LLP.
23.2*	Consent of Julie M. O'Daniel (contained in her opinion filed as Exhibit 5.1).
24.1*	Power of Attorney.

*Filed herewith.

The Registrant hereby undertakes that it will submit or has submitted the Valvoline 401(k) Plan and any amendments thereto to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the plan under Section 401 of the Internal Revenue Code.

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 21st day of May, 2018.

VALVOLINE INC.

(Registrant)

By:

/s/ Mary E. Meixelsperger

Mary E. Meixelsperger

Chief Financial Officer

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 21st day of May, 2018:

<u>Signatures</u>	<u>Capacity</u>
<u>/s/ Samuel J. Mitchell, Jr.</u> Samuel J. Mitchell, Jr.	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Mary E. Meixelsperger</u> Mary E. Meixelsperger	Chief Financial Officer (Principal Financial Officer)
<u>/s/ David J. Scheve</u> David J. Scheve	Controller and Chief Accounting Officer (Principal Accounting Officer)
*	Non-Executive Chairman and Director
<u>Stephen F. Kirk</u> *	Director
<u>Richard J. Freeland</u> *	Director
<u>Stephen E. Macadam</u> *	Director
<u>Vada O. Manager</u> *	Director
<u>Charles M. Sonsteby</u> *	Director
<u>Mary J. Twinem</u>	

* The undersigned, by signing 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.

*By: /s/ Julie M. O'Daniel
Julie M. O'Daniel
Attorney-in-Fact

Date: May 21, 2018

The 401(k) Plan. Pursuant to the requirements of the Securities Act, the trustee (or other persons who administer the employee benefit plan) have 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 21st day of May, 2018.

VALVOLINE 401(K) PLAN

By:

/s/ Julie M. O'Daniel

Julie M. O'Daniel, on behalf of
the Valvoline Retirement Committee



Valvoline Inc.

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

Valvoline.com

Julie M. O'Daniel

Senior Vice President, Chief Legal Officer and Corporate Secretary

May 21, 2018

Ladies and Gentlemen:

I am the Senior Vice President, Chief Legal Officer 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 3,000,000 shares of Valvoline common stock, par value \$0.01 per share (the “Common Stock”), for issuance under the Valvoline 401(k) Plan (the “Plan”).

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 Plan; (ii) the corporate proceedings of Valvoline taken in connection with the Plan 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 Plan 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, Chief Legal Officer 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 Valvoline 401(k) Plan of our reports dated November 17, 2017, with respect to the consolidated financial statements and schedule of Valvoline Inc. and Consolidated Subsidiaries and the effectiveness of internal control over financial reporting of Valvoline Inc. and Consolidated Subsidiaries included in its Annual Report (Form 10-K) for the year ended September 30, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Cincinnati, Ohio
May 21, 2018

POWER-OF-ATTORNEY

KNOW ALL MEN BY THESE PRESENTS , that each of the undersigned, being a Director or Officer of Valvoline Inc., a Kentucky corporation (the “Corporation”), hereby constitutes and appoints Julie M. O’Daniel, Mary E. Meixelsperger and Ian C. Lofwall, and each of them, his or her true and lawful attorney-in-fact and agents, with full power of substitution and to act with or without the others, for him or her and in his or her name, place and stead in any and all capacities: (i) to sign this Registration Statement under the Securities Act of 1933, as amended, on Form S-8 (the “Registration Statement”), any amendments thereto, and all post-effective amendments and supplements to this Registration Statement for the registration of the Corporation’s securities to be issued pursuant to the Valvoline 401(k) Plan; and (ii) to file this 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.

IN WITNESS WHEREOF , each of the undersigned has hereunto set his or her hand this 21st day of May, 2018.

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

/s/ Stephen E. Macadam
Stephen E. Macadam
Director

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

/s/ Vada O. Manager
Vada O. Manager
Director

/s/ David J. Scheve
David J. Scheve
Controller and Chief Accounting Officer
(Principal Accounting Officer)

/s/ Charles M. Sonsteby
Charles M. Sonsteby
Director

/s/ Stephen F. Kirk
Stephen F. Kirk
Non-Executive Chairman and Director

/s/ Mary J. Twinem
Mary J. Twinem
Director

/s/ Richard J. Freeland
Richard J. Freeland
Director