LyondellBasell Industries N.V. Form SC 13G/A February 12, 2014

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

SCHEDULE 13G

(Amendment No. 3)*

Under the Securities Exchange Act of 1934

LYONDELLBASELL INDUSTRIES N.V.

(Name of Issuer)

Ordinary Shares, par value 0.04

(Title of Class of Securities)

N53745100

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

^{*}The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). ACLF/Lyondell S.à r.l.			
2	Check the Appropriate Box if (a) (b)	a Member of a Group (See l o x	instructions)	
3	SEC Use Only			
4	Citizenship or Place of Organ Luxembourg	ization		
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	7		Sole Dispositive Power	
	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares			
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x			
11	Percent of Class Represented 0%	by Amount in Row (9)		
12	Type of Reporting Person (Se OO	e Instructions)		
		2		

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Liquidity Management, L.P.			
2	Check the Appropriate Bo	ox if a Member of a Groot	roup (See Instructions)	
	(b)	X		
3	SEC Use Only			
4	Citizenship or Place of Organization Delaware			
	5		Sole Voting Power	
Number of				
Shares	6		Shared Voting Power	
Beneficially			0 ordinary shares	
Owned by				
Each	7		Sole Dispositive Power	
Reporting Person With:				
reison with.	8		Shared Dispositive Power	
	8		0 ordinary shares	
9	Aggregate Amount Benef 0 ordinary shares	icially Owned by Each	n Reporting Person	
10	Check Box if the Aggrega	ate Amount in Row (9)	Excludes Certain Shares (See Instructions) x	
11	Percent of Class Represen 0%	nted by Amount in Rov	w (9)	
12	Type of Reporting Person PN	(See Instructions)		

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Liquidity Management GP, LLC			
2	Check the Appropriate Box if a (a) (b)	Member of a Group (See I o x	nstructions)	
3	SEC Use Only			
4	Citizenship or Place of Organiz Delaware	zation		
	5		Sole Voting Power	
Number of Shares Beneficially	6		Shared Voting Power 0 ordinary shares	
Owned by Each Reporting Person With:	7		Sole Dispositive Power	
	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount Beneficially 0 ordinary shares	y Owned by Each Reporting	g Person	
10	Check Box if the Aggregate Ar	mount in Row (9) Excludes	Certain Shares (See Instructions) x	
11	Percent of Class Represented b 0%	y Amount in Row (9)		
12	Type of Reporting Person (See OO	Instructions)		

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). ACLF Co-Invest/Lyondell S.à r.l.			
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See l o x	Instructions)	
3	SEC Use Only			
4	Citizenship or Place of Organization Luxembourg			
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	7		Sole Dispositive Power	
	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount Beneficially 0 ordinary shares	y Owned by Each Reporting	g Person	
10	Check Box if the Aggregate Ar	mount in Row (9) Excludes	Certain Shares (See Instructions) x	
11	Percent of Class Represented b 0%	y Amount in Row (9)		
12	Type of Reporting Person (See OO	Instructions)		

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). ACLF Co-Investment Fund, L.P.			
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	nstructions)	
3	SEC Use Only			
4	Citizenship or Place of Organiz Alberta	zation		
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	7		Sole Dispositive Power	
	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount Beneficially 0 ordinary shares	y Owned by Each Reporting	g Person	
10	Check Box if the Aggregate Ar	mount in Row (9) Excludes	Certain Shares (See Instructions) x	
11	Percent of Class Represented b 0%	y Amount in Row (9)		
12	Type of Reporting Person (See PN	Instructions)		

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Liquidity Advisors, L.P.			
2	Check the Appropriate Box if (a) (b)	a Member of a Group (See) o x	Instructions)	
3	SEC Use Only			
4	Citizenship or Place of Organization Delaware			
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	7		Sole Dispositive Power	
	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount Beneficial 0 ordinary shares	ly Owned by Each Reportin	g Person	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x			
11	Percent of Class Represented by 0%	by Amount in Row (9)		
12	Type of Reporting Person (See PN	e Instructions)		

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Liquidity Capital Management, LLC		
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	nstructions)
3	SEC Use Only		
4	Citizenship or Place of Organiz Delaware	zation	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting	7		Sole Dispositive Power
Person With:	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Represented by Amount in Row (9) 0%		
12	Type of Reporting Person (See OO	Instructions)	
		8	

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings II, L.P.		
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	nstructions)
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
	5		Sole Voting Power
Number of Shares Beneficially	6		Shared Voting Power 0 ordinary shares
Owned by Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficially 0 ordinary shares	y Owned by Each Reporting	g Person
10	Check Box if the Aggregate Ar	mount in Row (9) Excludes	Certain Shares (See Instructions) x
11	Percent of Class Represented b 0%	y Amount in Row (9)	
12	Type of Reporting Person (See PN	Instructions)	

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings II GP, LLC			
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	nstructions)	
3	SEC Use Only			
4	Citizenship or Place of Organiz Delaware	zation		
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	7		Sole Dispositive Power	
2 0.33.1 (7.11.1)	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reporting	g Person	
10	Check Box if the Aggregate A	mount in Row (9) Excludes	Certain Shares (See Instructions) x	
11	Percent of Class Represented b	by Amount in Row (9)		
12	Type of Reporting Person (See OO	: Instructions)		

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). LeverageSource Holdings Series III (Lux) S.à r.l.		
2	Check the Appropriate Box if a (a) (b)	Member of a Group (See Is o x	nstructions)
3	SEC Use Only		
4	Citizenship or Place of Organiz Luxembourg	ation	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
2010011 111111	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficially 0 ordinary shares	y Owned by Each Reporting	g Person
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Represented by 0%	y Amount in Row (9)	
12	Type of Reporting Person (See OO	Instructions)	

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). LeverageSource Management, LLC			
2	Check the Appropriate Box if (a) (b)	a Member of a Group (See I o x	nstructions)	
3	SEC Use Only			
4	Citizenship or Place of Organization Delaware			
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	7		Sole Dispositive Power	
1 010011 ((1111)	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount Beneficiall 0 ordinary shares	ly Owned by Each Reporting	g Person	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x			
11	Percent of Class Represented b	by Amount in Row (9)		
12	Type of Reporting Person (See OO	e Instructions)		

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management VII, L.P.			
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	nstructions)	
3	SEC Use Only			
4	Citizenship or Place of Organization Delaware			
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	7		Sole Dispositive Power	
	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount Beneficially 0 ordinary shares	y Owned by Each Reporting	g Person	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x			
11	Percent of Class Represented by 0%	y Amount in Row (9)		
12	Type of Reporting Person (See PN	Instructions)		

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AIF VII Management, LLC				
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	Instructions)		
3	SEC Use Only				
4	Citizenship or Place of Organization Delaware				
	5		Sole Voting Power		
Number of					
Shares	6		Shared Voting Power		
Beneficially			0 ordinary shares		
Owned by			•		
Each	7		Sole Dispositive Power		
Reporting Person With:					
Person with:	8		Shared Dispositive Power 0 ordinary shares		
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares				
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x				
11	Percent of Class Represented by Amount in Row (9) 0%				
12	Type of Reporting Person (See OO	Instructions)			

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management, L.P.				
2	Check the Appropriate Box if a (a) (b)	Member of a Group (See I o x	nstructions)		
3	SEC Use Only				
4	Citizenship or Place of Organization Delaware				
	5		Sole Voting Power		
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares		
Each Reporting Person With:	7		Sole Dispositive Power		
reison with.	8		Shared Dispositive Power 0 ordinary shares		
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares				
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x				
11	Percent of Class Represented by Amount in Row (9) 0%				
12	Type of Reporting Person (See PN	Instructions)			

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management GP, LLC			
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	Instructions)	
3	SEC Use Only			
4	Citizenship or Place of Organization Delaware			
	5		Sole Voting Power	
Number of				
Shares	6		Shared Voting Power	
Beneficially			0 ordinary shares	
Owned by			•	
Each	7		Sole Dispositive Power	
Reporting				
Person With:	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares			
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x			
11	Percent of Class Represented by Amount in Row (9) 0%			
12	Type of Reporting Person (See OO	Instructions)		

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). LeverageSource XI (N), L.P.			
2	Check the Appropriate Box is (a) (b)	f a Member of a Group (See o x	e Instructions)	
3	SEC Use Only			
4	Citizenship or Place of Organization Cayman Islands			
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	7		Sole Dispositive Power	
Terson with.	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares			
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x			
11	Percent of Class Represented by Amount in Row (9) 0%			
12	Type of Reporting Person (See Instructions) PN			

CUSIP No. N53745100

Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
LeverageSource XI S.a r.l.

- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) o (b) x
- 3 SEC Use Only