

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:

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

*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.

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).

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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 Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Luxembourg
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 0 ordinary shares
	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) <input checked="" type="checkbox"/> x
11	Percent of Class Represented by Amount in Row (9) 0%
12	Type of Reporting Person (See Instructions) OO

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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 Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 0 ordinary shares
	7 Sole Dispositive Power
	8 Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares
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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 Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 0 ordinary shares
	7 Sole Dispositive Power
	8 Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares
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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 Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Luxembourg
5	Sole Voting Power
6	Shared Voting Power 0 ordinary shares
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) <input checked="" type="checkbox"/>
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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 Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Alberta
5	Sole Voting Power
6	Shared Voting Power 0 ordinary shares
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) <input checked="" type="checkbox"/> x
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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 Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 0 ordinary shares
	7 Sole Dispositive Power
	8 Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares
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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 Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 0 ordinary shares
	7 Sole Dispositive Power
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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 Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 0 ordinary shares
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) <input checked="" type="checkbox"/> x
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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 Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 0 ordinary shares
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) <input checked="" type="checkbox"/>
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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 Member of a Group (See Instructions)
 (a) o
 (b) x

3 SEC Use Only

4 Citizenship or Place of Organization
 Luxembourg

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 0 ordinary shares
	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 by Amount in Row (9)
 0%

12 Type of Reporting Person (See Instructions)
 OO

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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 Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 0 ordinary shares
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) <input checked="" type="checkbox"/> x
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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 Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 0 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares
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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 Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 0 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares
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2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 0 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 0 ordinary shares
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2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 0 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 0 ordinary shares
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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 if a Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power 0 ordinary shares
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) <input checked="" type="checkbox"/> x
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CUSIP No. N53745100

- 1 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