

Univar Inc.  
Form SC 13D/A  
February 02, 2018  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

**Univar Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**91336L107**

**(CUSIP Number)**

**Justin Dzau**

**Director**

**Temasek International (USA) LLC**

**375 Park Avenue, 14th Floor**

**New York, NY 10152**

**United States of America**

**With Copies to:**

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**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**January 31, 2018**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule.13d-7 for other parties to whom copies are to be sent.

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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 91336L107

Names of Reporting Persons.

1.

Temasek Holdings (Private)  
Limited  
Check the Appropriate Box if a  
Member of a Group

2.

(a)  (b)

3.

SEC Use Only

4.

Source of Funds

5.

WC  
Check if Disclosure of Legal  
Proceedings is Required Pursuant  
to Items 2(d) or 2(e)

6.

Citizenship or Place of  
Organization

Singapore  
Number of Sole Voting Power

shares 7.

beneficially 0  
owned by 8. Shared Voting Power

each

reporting 14,078,012  
Sole Dispositive Power

person

9.

with:

0

10. Shared Dispositive Power

14,078,012

Aggregate Amount Beneficially  
Owned by Each Reporting  
Person

11.

14,078,012

Check if the Aggregate Amount  
in Row (11) Excludes Certain  
Shares "

12.

Percent of Class Represented by  
Amount in Row (11)

13.

9.99%<sup>(1)</sup>

Type of Reporting Person

14.

HC

Percentage calculation based on 140,970,447 shares of Common Stock reported as outstanding as of December 13, (1)2017 pursuant to the Issuer's filing under Rule 424(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with the Securities and Exchange Commission (the "SEC") on December 18, 2017.

CUSIP No. 91336L107

Names of Reporting Persons.

1.

Tembusu Capital Pte. Ltd.  
Check the Appropriate Box if a  
Member of a Group

2.

(a)  (b)

SEC Use Only

3.

Source of Funds

4.

AF  
Check if Disclosure of Legal  
Proceedings is Required Pursuant  
to Items 2(d) or 2(e)

5.

Citizenship or Place of  
Organization

6.

	Singapore
Number of	Sole Voting Power
shares	7.
beneficially	0
owned by	Shared Voting Power
each	8.
reporting	14,078,012
	9. Sole Dispositive Power

person

with: 0  
10. Shared Dispositive Power

11. 14,078,012  
Aggregate Amount Beneficially  
Owned by Each Reporting  
Person

12. 14,078,012  
Check if the Aggregate Amount  
in Row (11) Excludes Certain  
Shares "

13. Percent of Class Represented by  
Amount in Row (11)

9.99%<sup>(1)</sup>  
Type of Reporting Person

14. HC

<sup>(1)</sup> Percentage calculation based on 140,970,447 shares of Common Stock reported as outstanding as of December 13, 2017 pursuant to the Issuer's filing under Rule 424(b)(1) of the Exchange Act with the SEC on December 18, 2017.

CUSIP No. 91336L107

Names of Reporting Persons.

1.

Thomson Capital Pte. Ltd.  
Check the Appropriate Box if a  
Member of a Group

2.

(a)  (b)

SEC Use Only

3.

Source of Funds

4.

AF  
Check if Disclosure of Legal  
Proceedings is Required Pursuant  
to Items 2(d) or 2(e)

5.

Citizenship or Place of  
Organization

6.

Singapore

Number of Sole Voting Power

shares 7.

beneficially 0  
Shared Voting Power

owned by 8.

each 14,078,012

reporting 9. Sole Dispositive Power

person

with: 0  
10. Shared Dispositive Power

11. 14,078,012  
Aggregate Amount Beneficially  
Owned by Each Reporting  
Person

12. 14,078,012  
Check if the Aggregate Amount  
in Row (11) Excludes Certain  
Shares "

13. Percent of Class Represented by  
Amount in Row (11)

14. 9.99%<sup>(1)</sup>  
Type of Reporting Person

HC

<sup>(1)</sup> Percentage calculation based on 140,970,447 shares of Common Stock reported as outstanding as of December 13, 2017 pursuant to the Issuer's filing under Rule 424(b)(1) of the Exchange Act with the SEC on December 18, 2017.



CUSIP No. 91336L107

Names of Reporting Persons.

1.

Dahlia Investments Pte. Ltd.  
Check the Appropriate Box if a  
Member of a Group

2.

(a)  (b)

SEC Use Only

3.

Source of Funds

4.

AF  
Check if Disclosure of Legal  
Proceedings is Required Pursuant  
to Items 2(d) or 2(e)

5.

Citizenship or Place of  
Organization

6.

Singapore

Number of Sole Voting Power

shares 7.

beneficially 0

owned by 8. Shared Voting Power

owned by

each

reporting person with: 14,078,012  
Sole Dispositive Power  
9.  
0  
10. Shared Dispositive Power

11. 14,078,012  
Aggregate Amount Beneficially  
Owned by Each Reporting  
Person

12. 14,078,012  
Check if the Aggregate Amount  
in Row (11) Excludes Certain  
Shares "

13. Percent of Class Represented by  
Amount in Row (11)

9.99%<sup>(1)</sup>  
Type of Reporting Person

14. CO

<sup>(1)</sup> Percentage calculation based on 140,970,447 shares of Common Stock reported as outstanding as of December 13, 2017 pursuant to the Issuer's filing under Rule 424(b)(1) of the Exchange Act with the SEC on December 18, 2017.

## Explanatory Note

This Amendment No. 3 to Schedule 13D (this “**Amendment No. 3**”) amends and supplements the Schedule 13D previously filed by the Reporting Persons (as defined in Item 2 of the Original Schedule 13D) with the SEC on July 6, 2015, as amended and supplemented by Amendment No. 1 filed on December 19, 2016 (“**Amendment 1**”), and as amended and supplemented by Amendment No. 2 filed on February 6, 2017 (“**Amendment 2**” and as so amended and supplemented by Amendment 1 and Amendment 2, the “**Original Schedule 13D**” and, as amended and supplemented by this Amendment No. 3, this “**Schedule 13D**”). This Schedule 13D relates to shares of common stock, par value \$0.01 per share (the “**Common Stock**”), of Univar Inc., a Delaware corporation (the “**Issuer**”). All capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Original Schedule 13D.

In accordance with Rule 13d-2 of the Exchange Act, this Amendment No. 3 amends and supplements only information that has materially changed since the filing of the Original Schedule 13D, including disclosure of the number of shares of the Issuer’s Common Stock beneficially owned or deemed to be beneficially owned by the Reporting Persons. Unless otherwise stated, the information set forth in the Original Schedule 13D remains accurate in all material respects.

## ITEM 4. PURPOSE OF TRANSACTION

This Amendment No. 3 amends and supplements Item 4 of the Original Schedule 13D by adding the following:

On January 12, 2017, Dahlia filed a Form 144 with the SEC disclosing its intention to sell up to 1,400,000 shares of Common Stock of the Issuer, as permitted under the volume restrictions of Rule 144(e) under the Securities Act of 1933, as amended (the “**Securities Act**”). Between January 16, 2018 and January 25, 2018, Dahlia engaged in a series of sales of its shares of Common Stock in open market transactions pursuant to Rule 144 under the Securities Act (the “**144 Sales**”):

- On January 16, 2018, Dahlia sold 30,587 shares of Common Stock at an average price of \$31.3092 per share;
- On January 17, 2018, Dahlia sold 45,000 shares of Common Stock at an average price of \$31.0229 per share;
- On January 18, 2018, Dahlia sold 315 shares of Common Stock at an average price of \$31.1754 per share;
- On January 19, 2018, Dahlia sold 1,700 shares of Common Stock at an average price of \$31.1134 per share;
- On January 22, 2018, Dahlia sold 9,550 shares of Common Stock at an average price of \$31.1238 per share;
- On January 23, 2018, Dahlia sold 800 shares of Common Stock at an average price of \$31.1013 per share;
- On January 24, 2018, Dahlia sold 4,120 shares of Common Stock at an average price of \$31.1033 per share;
- On January 25, 2018, Dahlia sold 1,515 shares of Common Stock at an average price of \$31.2522 per share;

As a result of the 144 Sales, the Reporting Persons beneficially owned 14,081,964 shares of Common Stock of the Issuer, representing approximately 9.99% of the outstanding shares of Common Stock of the Issuer.

In general, the shares of Common Stock reported herein are held for investment purposes. The Reporting Persons do not have any current plan or proposal that relates to or would result in any transaction, event or action enumerated in paragraphs (a) through (j) of Item 4 of Schedule 13D, except as otherwise described herein.

This Amendment No. 3 amends and restates the third and fourth paragraphs of Item 4 of Amendment 2 in their entirety as follows:

As a result of the 144 Sales, the Reporting Persons ceased to have the right to nominate a director pursuant to the Stockholders Agreement and will not be subject to the voting arrangement contained in the Stockholders Agreement.

As a result of the 144 Sales, the director nominated by Temasek resigned from the board of directors of the Issuer on January 31, 2018. Following the resignation of the Reporting Persons' director, the Reporting Persons are no longer entitled to the 3,952 shares of restricted stock that would have vested in full on May 3, 2018, if such Reporting Persons' board nominee had remained on the board through such date. Therefore, the Reporting Persons beneficially own 14,078,012 shares of Common Stock of the Issuer, representing approximately 9.99% of the outstanding shares of Common Stock of the Issuer.

Also, as a result of the 144 Sales, the Reporting Persons are no longer part of a "group" with CD&R for purposes of Section 13(d) of the Exchange Act.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER**

This Amendment No. 3 amends and restates clauses (a) and (b) of Item 5 of the Original Schedule 13D in their entirety as follows:

Temasek, through its ownership of Tembusu, may be deemed to share voting and dispositive power over the 14,078,012 shares of Common Stock beneficially owned or deemed to be beneficially owned by Tembusu, Thomson and Dahlia.

Tembusu, through its ownership of Thomson, may be deemed to share voting and dispositive power over the 14,078,012 shares of Common Stock beneficially owned or deemed to be beneficially owned by Thomson and Dahlia.

Thomson, through its ownership of Dahlia, may be deemed to share voting and dispositive power over 14,078,012 shares of Common Stock beneficially owned or deemed to be beneficially owned by Dahlia.

Dahlia is the direct beneficial owner of 14,078,012 shares of Common Stock.

The percentages of beneficial ownership of the Reporting Persons are based on 140,970,447 shares of Common Stock reported as outstanding as of December 13, 2017 pursuant to the Issuer's filing under Rule 424(b)(1) of the Exchange Act with the SEC on December 18, 2017.

## ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

### Exhibit No. Description

Exhibit 2 Information regarding the Instruction C persons.

Exhibit 4A Stock Purchase Agreement, dated as of June 1, 2015, among Univar Inc., Dahlia Investments Pte. Ltd., and Univar N.V. (incorporated by reference to Exhibit 10.65 to the Amendment No. 6 to Registration Statement on Form S-1 of the Issuer, filed with the SEC on June 8, 2015).

Exhibit 4B First Amendment to the Stock Purchase Agreement, dated as of June 19, 2015, among Univar Inc., Dahlia Investments Pte. Ltd., and Univar N.V. (previously filed as an exhibit to the Original Schedule 13D).

Exhibit 4C Fourth Amended and Restated Stockholders Agreement, dated June 23, 2015, among the Issuer, CD&R Univar Holdings L.P., Univar N.V., Dahlia Investments Pte. Ltd. and the other stockholders party thereto (previously filed as an exhibit to the Original Schedule 13D).

Exhibit 4D Underwriting Agreement, dated December 12, 2016, among Univar Inc., Dahlia Investments Pte. Ltd., CD&R Univar Holdings, L.P. and Goldman, Sachs & Co. (incorporated by reference to Exhibit 1.1 to Univar Inc.'s Current Report on Form 8-K, filed with the SEC on December 15, 2016).

Exhibit 4E Form of Lock-Up Agreement (included in Exhibit 4D as Annex I).

Exhibit 4F

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Underwriting Agreement, dated January 31, 2017, among Univar Inc., Dahlia Investments Pte. Ltd., CD&R Univar Holdings, L.P. and Goldman, Sachs & Co. (incorporated by reference to Exhibit 1.1 to Univar Inc.'s Current Report on Form 8-K, filed with the SEC on February 3, 2017).

Exhibit 4G Form of Lock-Up Agreement (included in Exhibit 4F as Annex I).

Exhibit 7 Joint Filing Agreement, dated as of July 6, 2015, by and among the Reporting Persons (previously filed as an exhibit to the Original Schedule 13D).

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 2, 2018

TEMASEK HOLDINGS  
(PRIVATE) LIMITED

By: /s/ Christina Choo  
Name: Christina Choo  
Title: Authorized Signatory

TEMBUSU CAPITAL PTE.  
LTD.

By: /s/ Cheong Kok Tim  
Name: Cheong Kok Tim  
Title: Director

THOMSON CAPITAL PTE.  
LTD.

By: /s/ Poy Weng Chuen  
Name: Poy Weng Chuen  
Title: Director

DAHLIA INVESTMENTS PTE.  
LTD.

By: /s/ Poy Weng Chuen  
Name: Poy Weng Chuen  
Title: Director

ess activities. We place our cash in what we believe to be credit-worthy financial institutions. We have a diversified customer base, most of which are related parties. We control credit risk related to accounts receivable through credit approvals, credit limits and monitoring procedures. We routinely assess the financial strength of its customers and,

based upon factors surrounding the credit risk, establish an allowance, if required, for un-collectible accounts and, as a consequence, believe that our accounts receivable credit risk exposure beyond such allowance is limited. CAPITAL EXPENDITURES. Total capital expenditures during the nine months ended September 30, 2006 were \$1,688,671 compared to \$193,310 for the nine months ended September 30, 2005. OFF-BALANCE SHEET ARRANGEMENTS We do not have any off-balance sheet arrangements. ITEM 3. CONTROLS AND PROCEDURES Under the supervision and with the participation of the Company's management, including our Chief Executive Officer and the Chief Financial Officer, the Company conducted an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this report (the "Evaluation Date"). Based on this evaluation, our Chief Executive Officer and the Chief Financial Officer concluded as of the Evaluation Date that the Company's disclosure controls and procedures were effective such that the material information required to be included in our SEC reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms relating to the Company, including our consolidating subsidiaries, and was made known to them by others within those entities, particularly during the period when this report was being prepared. 31 PART II - OTHER INFORMATION ITEM 1. LEGAL PROCEEDINGS HWA-CHING CO. AND RELATED LAWSUITS In April 2004, Hwa-Ching Co. made purchases from City Network Inc.-Taiwan for products in the aggregate amount of approximately NT\$19 million or US\$575,757. In June 2004, Hwa-Ching Co. wrote a check to City Network Inc.-Taiwan paying for such products and City Network Inc.-Taiwan successfully cashed this check. Also in June 2004, Hwa-Ching Co. made purchases from City Network Inc.-Taiwan for additional products in the aggregate amount of approximately NT\$18 million or US\$545,454 and paid for such products with a check that City Network Inc.-Taiwan also successfully cashed. During June to August 2004, Hwa-Ching Co. requested additional products from City Network Inc.-Taiwan in the aggregate amount of approximately NT\$27 million or US\$818,181. City Network Inc.-Taiwan filled these orders with confidence as Hwa-Ching had paid for the prior orders from April 2004 and June 2004. However, the check, in the amount of approximately NT\$27 million or US\$818,181 that Hwa-Ching Co. wrote to City Network, Inc.-Taiwan bounced upon deposit with the bank. Immediately thereafter, Hwa-Ching Co. closed down with this remaining account payable balance of approximately NT\$27 million or US\$818,181 outstanding and payable to City Network Inc.-Taiwan. In August 2004, City Network Inc.-Taiwan filed a lawsuit against Yune-Chang Tsuo, the owner of Hwa-Ching Co., as well as the following eight individuals including, Yong-Zhang Zhuo, Shu-Tao Lu, Yong-Yi Zhuo, Zhuan-Xuan Dai, Ya-Hui Qiu, Mei-Zhen Huang, Zong-Ya Wu, Yao-Guo Cen in Taiwan Taipei district court of Taiwan, in Taipei, Taiwan, alleging fraud for closing down Hwa-Ching Co. without payment for the delivered merchandise. City Network Inc.-Taiwan sought approximately NT\$27 million or approximately US\$900,000 from Yune-Chang Tsuo to cover the outstanding account payable. To date, the court has not yet reached a verdict on this case. ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS None. ITEM 3. DEFAULTS UPON SENIOR SECURITIES On June 30, 2006, the Company sold a \$400,000 convertible promissory note to Cornell Capital Partners, LP, and amended and reissued the convertible notes originally issued to Highgate House Funds, Ltd on August 17, 2005 and December 16, 2005 in the aggregate principal amount of \$250,000. These notes are secured by substantially all of the assets of the Company and its direct and indirect wholly-owned subsidiaries, City Technology, Inc., City Network, Inc.--Taiwan and City Construction Co., Ltd. However, on August 31, 2006, the Company sold its 100% interest in City Construction, Inc. without consent of the note holders. Based on the security agreement in connection with the above convertible notes, the note holders are entitled to receive all distribution with respect to the pledged property. As of September 30, 2006, and the date of this report, no such demand has been made. 32 ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS None. ITEM 5. OTHER INFORMATION None. ITEM 6. EXHIBITS (a) Exhibits: No. Description --- ----- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith. 31.2 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith. 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350 (Section 906 of the Sarbanes-Oxley Act of 2002), filed herewith. 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350 (Section 906 of the Sarbanes-Oxley Act of 2002), filed herewith. 33 SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be



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signed on its behalf by the undersigned thereunto duly authorized. CITY NETWORK, INC. Dated: November 29, 2006 By: /s/ Alice Chen ----- Alice Chen Chief Executive Officer (Principal Executive Officer) Dated: November 29, 2006 By: /s/ Yun-Yi Tseng ----- Yun-Yi Tseng Chief Financial Officer (Principal Financial Officer) 34