

LyondellBasell Industries N.V.  
Form SC 13D/A  
December 31, 2014

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

**SCHEDULE 13D/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 5)\***

**LyondellBasell Industries N.V.**

**(Name of Issuer)**

**Ordinary shares, par value 0.04 per share**

**(Title of Class of Securities)**

**N53745100**

**(CUSIP Number)**

**Alejandro Moreno**

**c/o Access Industries, Inc.**

**730 Fifth Avenue, 20th Floor**

**New York, New York 10019**

**(212) 247-6400**

*with copies to:*

**Matthew E. Kaplan**

**Debevoise & Plimpton LLP**

**919 Third Avenue**

**New York, New York 10022**

**(212) 909-6000**

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

**December 29, 2014**

**(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 Rules 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

AI International Chemicals S.à r.l.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

**NUMBER OF** **7** **SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY** 52,372,438 shares

**8** **SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING** 36,570,928 shares  
**9** **SOLE DISPOSITIVE POWER**

**PERSON**

**WITH** 52,372,438 shares

**10** **SHARED DISPOSITIVE POWER**

36,570,928 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.

CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

Len Blavatnik

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

**NUMBER OF** **7** **SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY** 0 shares

**8** **SHARED VOTING POWER**

**OWNED BY**

**EACH**

88,943,366 shares

**REPORTING** **9** **SOLE DISPOSITIVE POWER**

**PERSON**

**WITH** 0 shares

**10** **SHARED DISPOSITIVE POWER**

88,943,366 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.

CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

AI Investments Holdings LLC  
**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF  
**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..  
**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 0 shares  
**8** SHARED VOTING POWER

**OWNED BY**

**EACH** 88,943,366 shares  
**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH** 0 shares  
**10** SHARED DISPOSITIVE POWER

88,943,366 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.



CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

AI SMS L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 0 shares

**8** SHARED VOTING POWER

**OWNED BY**

**EACH**

88,943,366 shares

**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH** 0 shares

**10** SHARED DISPOSITIVE POWER

88,943,366 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.

CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

AI SMS GP Limited

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 0 shares

**8** SHARED VOTING POWER

**OWNED BY**

**EACH**

88,943,366 shares

**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH** 0 shares

**10** SHARED DISPOSITIVE POWER

88,943,366 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.

CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

Access Industries, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

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**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 0 shares

**8** SHARED VOTING POWER

**OWNED BY**

**EACH**

88,943,366 shares

**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH** 0 shares

**10** SHARED DISPOSITIVE POWER

88,943,366 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

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OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.

CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

Access Industries Holdings LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

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**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 0 shares

**8** SHARED VOTING POWER

**OWNED BY**

**EACH**

88,943,366 shares

**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH** 0 shares

**10** SHARED DISPOSITIVE POWER

88,943,366 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.



CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

Access Industries Management, LLC  
**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF  
**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..  
**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 0 shares  
**8** SHARED VOTING POWER

**OWNED BY**

**EACH** 88,943,366 shares  
**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH** 0 shares  
**10** SHARED DISPOSITIVE POWER

88,943,366 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.

CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

Altep 2010 L.P.  
**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

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**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..  
**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 297,080 shares  
**8** SHARED VOTING POWER

**OWNED BY**

**EACH**

88,646,286 shares  
**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH**

297,080 shares  
**10** SHARED DISPOSITIVE POWER

88,646,286 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.

CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

Altep 2011 L.P.  
**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO  
**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..  
**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 185,235 shares  
**8** SHARED VOTING POWER

**OWNED BY**

**EACH**

88,758,131 shares  
**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH**

185,235 shares  
**10** SHARED DISPOSITIVE POWER

88,758,131 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.

CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

Access Industries, Inc.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

New York

**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 570,928 shares

**8** SHARED VOTING POWER

**OWNED BY**

**EACH**

88,372,438 shares

**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH**

570,928 shares

**10** SHARED DISPOSITIVE POWER

88,372,438 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.



CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

Access Industries Investment Holdings LLC  
**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO  
**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..  
**6** CITIZENSHIP OR PLACE OF ORGANIZATION

New York  
**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 0 shares  
**8** SHARED VOTING POWER

**OWNED BY**

**EACH** 88,943,366 shares  
**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH** 0 shares  
**10** SHARED DISPOSITIVE POWER

88,943,366 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.

CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

AI European Holdings L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

New York

**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 0 shares

**8** SHARED VOTING POWER

**OWNED BY**

**EACH**

88,943,366 shares

**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH** 0 shares

**10** SHARED DISPOSITIVE POWER

88,943,366 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.

CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

AI European Holdings GP Limited  
**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO  
**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..  
**6** CITIZENSHIP OR PLACE OF ORGANIZATION

New York  
**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 0 shares  
**8** SHARED VOTING POWER

**OWNED BY**

**EACH** 88,943,366 shares  
**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH** 0 shares  
**10** SHARED DISPOSITIVE POWER

88,943,366 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.

CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

AI European Holdings S.à r.l.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

New York

**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 16,000,000 shares

**8** SHARED VOTING POWER

**OWNED BY**

**EACH**

72,943,366 shares

**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH**

16,000,000 shares

**10** SHARED DISPOSITIVE POWER

72,943,366 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.



CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

AI Petroleum Holdings LLC  
**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO  
**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..  
**6** CITIZENSHIP OR PLACE OF ORGANIZATION

New York  
**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 0 shares  
**8** SHARED VOTING POWER

**OWNED BY**

**EACH** 88,943,366 shares  
**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH** 0 shares  
**10** SHARED DISPOSITIVE POWER

88,943,366 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

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CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

AIPH Holdings LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

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**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

New York

**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 20,000,000 shares

**8** SHARED VOTING POWER

**OWNED BY**

**EACH**

68,943,366 shares

**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH**

20,000,000 shares

**10** SHARED DISPOSITIVE POWER

68,943,366 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.

CUSIP No. N53745100

**1** NAME OF REPORTING PERSON.

Altep 2014 L.P.  
**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF  
**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..  
**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
**NUMBER OF** **7** SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 88,613 shares  
**8** SHARED VOTING POWER

**OWNED BY**

**EACH**

88,854,753 shares  
**REPORTING** **9** SOLE DISPOSITIVE POWER

**PERSON**

**WITH**

88,613 shares  
**10** SHARED DISPOSITIVE POWER

88,854,753 shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,943,366 shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

17.76%<sup>(1)</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) All percentages are based on an aggregate of 500,667,961 ordinary shares issued and outstanding as of October 22, 2014, as reported in the Issuer's quarterly report filed on Form 10-Q on October 24, 2014.

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### Amendment No. 5 to Schedule 13D

This amendment to Schedule 13D is being filed by AI International Chemicals S.à r.l. ( AIIC ), Len Blavatnik, AI Investments Holdings LLC ( AIIH ), AI SMS L.P., AI SMS GP Limited, Access Industries, LLC, Access Industries Holdings LLC, Access Industries Management, LLC, Altep 2010 L.P. ( Altep 2010 ), Altep 2011 L.P. ( Altep 2011 ), Access Industries, Inc., Access Industries Investment Holdings LLC, AI European Holdings L.P., AI European Holdings GP Limited, AI European Holdings S.à r.l. ( AIEH ), AI Petroleum Holdings LLC ( AIPH ), AIPH Holdings LLC and Altep 2014 L.P. ( Altep 2014 ) (collectively, the Reporting Persons , and each, a Reporting Person ) to report changes in beneficial ownership of ordinary shares, par value 0.04 per share (the ordinary shares ) of the issuer as a result of an internal reorganization.

The Schedule 13D (the Schedule ) filed with the Securities and Exchange Commission on January 10, 2011, as amended and supplemented by Amendment No. 1, filed February 23, 2011, Amendment No. 2, filed on February 16, 2012, Amendment No. 3, filed on December 17, 2012 and Amendment No. 4, filed on August 5, 2013, is hereby amended and supplemented by the Reporting Persons as set forth below in this Amendment No. 5. This amendment is filed by the Reporting Persons in accordance with Rule 13d-2 of the Securities Exchange Act of 1934, as amended, and refers only to information that has materially changed since the filing of the Schedule 13D. The items identified below, or the particular paragraphs of such items which are identified below, are amended as set forth below. Unless otherwise indicated, all capitalized terms used and not defined herein have the respective meanings assigned to them in the Schedule.

#### Item 2 Identity and Background

The agreement among the Reporting Persons relating to the joint filing of this Schedule 13D is filed as Exhibit 99.1.6 hereto.

#### Item 3 Source and Amount of Funds or Other Considerations

The disclosure in Item 3 is hereby supplemented by adding the following to the end thereof:

On December 29, 2014, as a result of an internal corporate restructuring, there was a transfer of shares between affiliated entities which resulted in a change in the form of beneficial ownership. AIIC distributed 20,000,000 ordinary shares to AIIH, which transferred such shares to AIPH Holdings LLC. No funds were exchanged in connection with these transfers.

On December 30, 2014, as a result of the internal corporate restructuring, AIPH Holdings LLC distributed all of its interests in AI Investments Holdings LLC and AIPH to its equityholders. No funds were exchanged in connection with these transfers.

#### Item 5 Interest in Securities of the Issuer

The disclosure in Items 5(a) and 5(b) is hereby amended and restated in its entirety to read as follows:

(a) and (b) The responses of each of the Reporting Persons with respect to Rows 11, 12, and 13 of the cover pages of this Schedule 13D that relate to the aggregate number and percentage of ordinary shares (including but not limited to footnotes to such information) are incorporated herein by reference.

The responses of each of the Reporting Persons with respect to Rows 7, 8, 9, and 10 of the cover pages of this Schedule 13D that relate to the number of ordinary shares as to which each of the persons or entities referenced in Item 2 above has sole or shared power to vote or to direct the vote of and sole or shared power to dispose of or to

direct the disposition of (including but not limited to footnotes to such information) are incorporated herein by reference.

AIIC holds 52,372,438 ordinary shares directly. Each of AI Investments Holdings LLC, Access Industries, LLC, Access Industries Holdings LLC, Access Industries Management, LLC and Len Blavatnik may be deemed to beneficially own the 52,372,438 ordinary shares to be held directly by AIIC. AI Investments Holdings LLC holds a



majority of the outstanding voting interests in AIIC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIIC. Access Industries Holdings LLC holds a majority of the outstanding voting interests in AI Investments Holdings LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIIC and AI Investments Holdings LLC. Access Industries, LLC holds a majority of the outstanding voting interests in Access Industries Holdings LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIIC, AI Investments Holdings LLC and Access Industries Holdings LLC. Access Industries Management, LLC controls Access Industries, LLC, Access Industries Holdings LLC and AI Investments Holdings LLC and, as a result, may be deemed to share voting and investment power over the shares beneficially owned by AIIC, AI Investments Holdings LLC, Access Industries Holdings LLC, and Access Industries, LLC. Mr. Blavatnik controls Access Industries Management, LLC and a majority of the outstanding voting interests in Access Industries, LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIIC, AI Investments Holdings LLC, Access Industries Holdings LLC, Access Industries, LLC, and Access Industries Management, LLC. Because of their relationships with the other Reporting Persons, Altep 2010, Altep 2011, Altep 2014, Access Industries, Inc., AIPH Holdings LLC, AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AIPH, AI SMS L.P. and AI SMS GP Limited may be deemed to share investment and voting power over the ordinary shares beneficially owned by AIIC, AI Investments Holdings LLC, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, and Mr. Blavatnik. Each of AI Investments Holdings LLC, AIPH Holdings LLC, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Altep 2010, Altep 2011, Altep 2014, Access Industries, Inc., AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI SMS GP Limited, AIPH, and Len Blavatnik, and each of their affiliated entities and the officers, partners, members, and managers thereof, other than AIIC, disclaims beneficial ownership of the shares held by AIIC.

AIPH Holdings LLC holds 20,000,000 ordinary shares directly. Each of Access Industries, LLC, Access Industries Holdings LLC, Access Industries Management, LLC and Len Blavatnik may be deemed to beneficially own the 20,000,000 ordinary shares held directly by AIPH Holdings LLC. Access Industries Holdings LLC holds a majority of the outstanding voting interests in AIPH Holdings LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIPH Holdings LLC. Access Industries, LLC holds a majority of the outstanding voting interests in Access Industries Holdings LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by Access Industries Holdings LLC and AIPH Holdings LLC. Access Industries Management, LLC controls Access Industries, LLC, Access Industries Holdings LLC and AIPH Holdings LLC and, as a result, may be deemed to share voting and investment power over the shares beneficially owned by AIPH Holdings LLC, Access Industries Holdings LLC, and Access Industries, LLC. Mr. Blavatnik controls Access Industries Management, LLC and a majority of the outstanding voting interests in Access Industries, LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIPH Holdings LLC, Access Industries Holdings LLC, Access Industries, LLC, and Access Industries Management, LLC. Because of their relationships with the other Reporting Persons, Altep 2010, Altep 2011, Altep 2014, Access Industries, Inc., AIIC, AI Investments Holdings LLC, AIEH,

AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AIPH, AI SMS L.P. and AI SMS GP Limited may be deemed to share investment and voting power over the ordinary shares beneficially owned by AIPH Holdings LLC, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, and Mr. Blavatnik. Each of AI Investments Holdings LLC, AIIC, AI Investments Holdings LLC, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Altep 2010, Altep 2011, Altep 2014, Access Industries, Inc., AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI SMS GP Limited, AIPH, and Len Blavatnik, and each of their affiliated entities and the officers, partners, members, and managers thereof, other than AIPH Holdings LLC, disclaims beneficial ownership of the shares held directly by AIPH Holdings LLC.

AIEH holds 16,000,000 ordinary shares directly. Each of Access Industries Investment Holdings LLC, AI European Holdings L.P., AI European Holdings GP Limited, AI SMS L.P., AI SMS GP Limited, Access Industries Holdings LLC, Access Industries, LLC, AIPH, Access Industries Management, LLC, and Len Blavatnik may be deemed to beneficially own the 16,000,000 ordinary shares held directly by AIEH. AI European Holdings L.P. controls AIEH and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIEH. AI European Holdings GP Limited is the general partner of AI European Holdings L.P. and, as such, may be deemed to share voting and investment power over the ordinary shares deemed beneficially owned by AIEH and AI European Holdings L.P. Access Industries Investment Holdings LLC controls AI European Holdings GP Limited and, as such, may be deemed to share voting and investment power over the ordinary shares deemed beneficially owned by AIEH, AI European Holdings L.P. and AI European Holdings GP Limited. AI SMS L.P. is the sole member of Access Industries Investment Holdings LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIEH, AI European Holdings L.P., AI European Holdings GP Limited and Access Industries Investment Holdings LLC. AI SMS GP Limited is the general partner of AI SMS L.P. and, as such, may be deemed to share voting and investment power over the ordinary shares deemed beneficially owned by AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC and AI SMS L.P. AIPH owns a majority of the equity of AI SMS L.P. and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC and AI SMS L.P. Access Industries Holdings LLC holds a majority of the outstanding voting interests in AIPH and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIEH, AI European Holdings L.P., AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P. and AIPH. Access Industries, LLC controls AI SMS GP Limited and holds a majority of the outstanding voting interests in Access Industries Holdings LLC and, as a result, may be deemed to share voting and investment power over the shares beneficially owned by AIEH, AI European Holdings LP, AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI SMS GP Limited, and AIPH and Access Industries Holdings LLC. Access Industries Management, LLC controls Access Industries, LLC and Access Industries Holdings LLC and AI Investments Holdings LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIEH, AI European Holdings LP, AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI SMS GP Limited, AIPH, Access Industries Holdings LLC and Access Industries, LLC.

Mr. Blavatnik controls Access Industries Management, LLC and a majority of the voting interests in Access Industries, LLC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIEH, AI European Holdings LP, AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI SMS GP Limited, AIPH, Access Industries Holdings LLC, Access Industries, LLC and Access Industries Management, LLC. Because of their relationships with the other Reporting Persons, Altep 2010, Altep 2011, Altep 2014, AIPH Holdings LLC and Access Industries, Inc. may be deemed to share investment and voting power over the ordinary shares beneficially owned by AIEH, AI European Holdings LP, AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI SMS GP Limited, AIPH, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC and Mr. Blavatnik. Each of AIIC, AI Investments Holdings LLC, AI European Holdings LP, AI European Holdings GP Limited, Access Industries Investment Holdings LLC, AI SMS L.P., AI SMS GP Limited, AIPH, AIPH Holdings LLC, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Altep 2010, Altep 2011, Altep 2014, Access Industries, Inc., and Len Blavatnik, and each of their affiliated entities and the officers, partners, members, and managers thereof, other than AIEH, disclaims beneficial ownership of the shares held by AIEH.

Altep 2010 holds 297,080 ordinary shares directly. Each of Access Industries, Inc. and Len Blavatnik may be deemed to beneficially own the 297,080 ordinary shares held directly by Altep 2010. Access Industries, Inc. is the general partner of Altep 2010 and, as a result, may be deemed to have voting and investment control over the shares owned directly by Altep 2010. Mr. Blavatnik controls Access Industries, Inc. and, as a result, may be deemed to share voting and investment power over the 297,080 ordinary shares held by Altep 2010. Because of their relationships with the other Reporting Persons, each of AIIC, AI Investments Holdings LLC, AI SMS L.P., AI SMS GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Altep 2011, Altep 2014, Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH, and AIPH Holdings LLC may be deemed to share investment and voting power over the ordinary shares beneficially owned by Altep 2010, Access Industries, Inc., and Mr. Blavatnik. Each of AIIC, AI Investments Holdings LLC, AI SMS L.P., AI SMS GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Access Industries, Inc., Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH, AIPH Holdings LLC, Altep 2011, Altep 2014 and Mr. Blavatnik, and each of their affiliated entities and the officers, partners, members, and managers thereof, other than Altep 2010, disclaims beneficial ownership of the shares held by Altep 2010.

Altep 2011 holds 185,235 ordinary shares directly. Each of Access Industries, Inc. and Len Blavatnik may be deemed to beneficially own the 185,235 ordinary shares held directly by Altep 2011. Access Industries, Inc. is the general partner of Altep 2011 and, as a result, may be deemed to have voting and investment control over the shares owned directly by Altep 2011. Mr. Blavatnik controls Access Industries, Inc. and, as a result, may be deemed to share voting and investment power over the 185,235 ordinary shares held by Altep 2011. Because of their relationships with the other Reporting Persons, each of AIIC, AI Investments Holdings LLC, AI SMS L.P., AI SMS GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Altep 2010, Altep 2014, Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH and AIPH Holdings LLC

may be deemed to share investment and voting power over the ordinary shares beneficially owned by Altep 2011, Access Industries, Inc., and Mr. Blavatnik. Each of AIIC, AI Investments Holdings LLC, AI SMS L.P., AI SMS GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Access Industries, Inc., Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH, AIPH Holdings LLC, Altep 2010, Altep 2014 and Mr. Blavatnik, and each of their affiliated entities and the officers, partners, members, and managers thereof, other than Altep 2011, disclaims beneficial ownership of the shares held by Altep 2011.

Altep 2014 holds 88,613 ordinary shares directly. Each of Access Industries, Inc. and Len Blavatnik may be deemed to beneficially own the 88,613 ordinary shares to be held directly by Altep 2014. Access Industries, Inc. is the general partner of Altep 2014 and, as a result, may be deemed to have voting and investment control over the shares owned directly by Altep 2014. Mr. Blavatnik controls Access Industries, Inc. and, as a result, may be deemed to share voting and investment power over the shares held by Altep 2014. Because of their relationships with the other Reporting Persons, each of AIIC, AI Investments Holdings LLC, AI SMS L.P., AI SMS GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Altep 2010, Altep 2011, Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH and AIPH Holdings LLC may be deemed to share investment and voting power over the ordinary shares beneficially owned by Altep 2014, Access Industries, Inc., and Mr. Blavatnik. Each of AIIC, AI Investments Holdings LLC, AI SMS L.P., AI SMS GP Limited, Access Industries Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Access Industries, Inc., Access Industries Investment Holdings LLC, AIEH, AI European Holdings GP Limited, AI European Holdings L.P., AIPH, AIPH Holdings LLC, Altep 2010, Altep 2011 and Mr. Blavatnik, and each of their affiliated entities and the officers, partners, members, and managers thereof, other than Altep 2014, disclaims beneficial ownership of the shares held by Altep 2014.

The disclosure in Item 5(c) is hereby supplemented by adding the following at the end thereof:

(c) The following transactions in the Issuer's securities have been effected by Reporting Persons within the 60 days prior to this filing:

On December 29, 2014 and December 30, 2014, the transfers described in the last two paragraphs of Item 3 were effectuated.

#### **Item 7 Materials to Be Filed as Exhibits**

The disclosure in Item 7 is hereby supplemented by adding the following in appropriate numerical order:

Exhibit 99.1.6 Joint Filing Agreement, dated as of December 30, 2014.

**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: December 30, 2014

AI INTERNATIONAL CHEMICALS S.À  
R.L.

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Class A Manager

LEN BLAVATNIK

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Attorney-in-Fact

AI INVESTMENTS HOLDINGS LLC

By: Access Industries Management, LLC, its  
manager

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

AI SMS L.P.

By: AI SMS GP Limited, its general partner

By: Belvaux Management Limited, its director

By: /s/ RONAN J.E. KUCZAJ  
Name: Ronan J.E. Kuczaj  
Title: Director

AI SMS GP LIMITED

By: Belvaux Management Limited, its director

By: /s/ RONAN J.E. KUCZAJ  
Name: Ronan J.E. Kuczaj  
Title: Director

ACCESS INDUSTRIES HOLDINGS LLC

By: Access Industries Management, LLC, its manager

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

ACCESS INDUSTRIES, LLC

By: Access Industries Management, LLC, its manager

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

ACCESS INDUSTRIES MANAGEMENT, LLC

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

ALTEP 2010 L.P.

By: Access Industries, Inc., its general partner

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

ALTEP 2011 L.P.

By: Access Industries, Inc., its general partner

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

ACCESS INDUSTRIES, INC.

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

ACCESS INDUSTRIES INVESTMENT HOLDINGS LLC

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Manager

AI EUROPEAN HOLDINGS L.P.

By: AI European Holdings GP Limited, its  
general partner

By: Hudson Administration S.A., its director

By: /s/ DAWN E. SHAND  
Name: Dawn E. Shand  
Title: Director

AI EUROPEAN HOLDINGS GP LIMITED

By: Hudson Administration S.A., its director

By: /s/ DAWN E. SHAND  
Name: Dawn E. Shand  
Title: Director

AI EUROPEAN HOLDINGS S.À R.L.

By: Access Industries Management, LLC, its  
Class A Manager

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

By: /s/ DAWN E. SHAND  
Name: Dawn E. Shand  
Title: Class B Manager

AI PETROLEUM HOLDINGS LLC

By: Access Industries Management, LLC, its  
manager

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President

AIPH HOLDINGS LLC

By: Access Industries Management, LLC, its  
manager

By: /s/ ALEJANDRO MORENO  
Name: Alejandro Moreno  
Title: Executive Vice President



ALTEP 2014 L.P.

By: Access Industries, Inc., its general partner

By: /s/ ALEJANDRO MORENO

Name: Alejandro Moreno

Title: Executive Vice President