

LyondellBasell Industries N.V.  
Form 8-K  
March 22, 2013

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 19, 2013

## LYONDELLBASELL INDUSTRIES N.V.

(Exact Name of Registrant as Specified in Charter)

The Netherlands  
(State or Other Jurisdiction

of Incorporation)

001-34726  
(Commission

File Number)  
Stationsplein 45

3013 AK Rotterdam

98-0646235  
(IRS Employer

Identification No.)

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**The Netherlands**

(Address of Principal Executive Offices)

**Registrant's Telephone number, including area code: 31 10 275 5500**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

Effective March 19, 2013, Joshua J. Harris resigned from the Supervisory Board of LyondellBasell Industries N.V. (the Company).

Mr. Harris, Co-founder and Chief Investment Officer of Apollo Global Management, LLC, a global alternative asset manager, has served on the Company's Supervisory Board since April 2010 and was one of the founding members of the Supervisory Board of the Company.

Mr. Harris' resignation was a result of the terms of a nomination agreement between the Company and an affiliate of Apollo Management, LP. (collectively, Apollo). Pursuant to that agreement, to the extent Apollo's share ownership in the Company drops below 18%, the Supervisory Board may request that one of Apollo's three designated directors submit a resignation. In February 2013, Apollo informed the Company that its share ownership had fallen below the minimum required threshold to designate three directors to the Supervisory Board. In response to the request that one of Apollo's designated directors resign pursuant to the nomination agreement, the Company was informed on March 19, 2013 that Mr. Harris would resign, effective immediately.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

LYONDELLBASELL INDUSTRIES N.V.

Date: March 22, 2013

By: */s/ Craig B. Glidden*  
 Craig B. Glidden  
 Executive Vice President

red stock convertible into the number of shares of Common Stock that is equal to an additional 20% of our outstanding shares of Common Stock on a fully-diluted basis after conversion, which are exercisable in the event that we do not commute our reinsurance agreement at or prior to December 31, 2007. The holders of Common Stock have no preemptive rights to purchase additional shares of Common Stock.

The table of principal shareholders is hereby amended and restated as follows:

**PRINCIPAL SHAREHOLDERS**

The following table sets forth, as of February 13, 2004, information with respect to the beneficial ownership of our Common Stock by (i) each person known to Penn Treaty to own Notes convertible into more than 5% of the outstanding shares of our Common Stock, (ii) each Director, the former Chief Executive Officer, the Chief Executive Officer and the four most highly compensated Executive Officers and (iii) all Directors and Executive Officers as a group. Except as set forth in the table, we do not know of any person who beneficially owns 5% or more of the outstanding shares of our Common Stock.

<u>Name and Address(1)</u>	<u>Shares Beneficially Owned(2)</u>	<u>Percentage Ownership(3)</u>
LC Capital Master Fund, LTD (4)	2,285,714	7.1 %
Perseus Capital Appreciation Fund (5)	1,714,286	5.4
William W. Hunt, Jr. (6)	145,000	*
Irving Levit (7)	2,479,275	8.2
Jack D. Baum (8)	54,408	*
Alexander M. Clark	16,000	*
Francis R. Grebe	1,000	*
James Heyer (9)	62,910	*
Gary E. Hindes (10)	62,700	*
Matthew W. Kaplan	--	*
Patrick Patterson	214,000	*
Peter Ross	5,000	*
Bruce Stahl (11)	30,000	*
Domenic P. Stangherlin	87,963	*
Cameron B. Waite (12)	95,200	*
All Directors and Executive Officers as a group (13 persons) (13)	3,253,456	10.7 %

\* Less than 1%

- (1) Unless otherwise noted, the address of each person named above is in care of Penn Treaty American Corporation, 3440 Lehigh Street, Allentown, Pennsylvania 18103.
- (2) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission. Shares of Common Stock subject to options currently exercisable or exercisable within 60 days of February 13, 2004 are deemed outstanding for computing the percentage beneficially owned by such shareholder but are not deemed outstanding for purposes of computing the

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percentage beneficially owned by any other person. Except as otherwise indicated, Penn Treaty believes that the beneficial owners of the Common Stock listed above, based on information furnished by such owners, have sole investment and voting power with respect to such shares, subject to community property laws where applicable, and that there are no other affiliations among the shareholders listed in the table.

- (3) Based on 29,886,410 shares outstanding on February 13, 2004.
- (4) Consists of shares issuable upon conversion of Notes purchased on February 2, 2004. According to the Subscription Agreement executed by LC Capital Master Fund, LTD, its address is c/o Lampe Conway & Co LLC, 680 5<sup>th</sup> Avenue, Suite 1202, New York, New York 10019. LC Capital Master Fund owns approximately \$4,000,000 in aggregate principal amount of the Notes. LC Capital Master Fund LTD does not currently own any of our outstanding Common Stock and, because the Notes are not convertible into Common Stock within 60 days, under the rules of the SEC, LC Capital Master Fund, LTD is not the beneficial owner of the number and percentage of shares of Common Stock indicated in the table.
- (5) Consists of shares issuable upon conversion of Notes purchased on February 2, 2004. According to the Subscription Agreement executed by Perseus Capital Appreciation Fund LP, its address is 156 West 56<sup>th</sup> Street, Suite 2001, New York, New York 10019. Perseus Capital Appreciation Fund LP owns approximately \$3,000,000 in aggregate principal amount of the Notes. Perseus Capital Appreciation Fund LP does not currently own any of our outstanding Common Stock and, because the Notes are not convertible into Common Stock within 60 days, under the rules of the SEC, Perseus Capital Appreciation Fund LP is not the beneficial owner of the number and percentage of shares of Common Stock indicated in the table.
- (6) Includes exercisable options to purchase 105,000 shares of Common Stock.
- (7) Includes 46,000 shares held by a private foundation of which Mr. Levit is an officer and director, 45,007 shares held by Mr. Levit as trustee of a retirement account, 147,167 shares held by Mr. Levit as co-trustee of an irrevocable trust for Mr. Levit's children and exercisable options to purchase 241,455 shares of Common Stock. Also includes 46,000 shares held by Mr. Levit's wife as to which he disclaims beneficial ownership. Excludes 59,233 shares held by other family members as to which he also disclaims beneficial ownership.
- (8) Includes exercisable options to purchase 54,327 shares of Common Stock.
- (9) Includes exercisable options to purchase 60,000 shares of Common Stock.
- (10) Includes 55,700 shares owned by Fallen Angels Fund, L.P., a limited partnership of which Mr. Hinds has sole voting power as the managing member of the general partnership, 1,700 shares held by Mr. Hinds' wife as to which he disclaims beneficial ownership and 1,500 shares held by Mr. Hinds' children as to which he disclaims beneficial ownership.
- (11) Includes exercisable options to purchase 15,000 shares of Common Stock.
- (12) Includes exercisable options to purchase 68,000 shares of Common Stock.
- (13) Includes exercisable options held by members of the group to purchase 543,782 shares of Common Stock.