

LyondellBasell Industries N.V.  
Form SC 13D/A  
February 16, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D/A**

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**LyondellBasell Industries N.V.**

(Name of Issuer)

**Class A 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**

Edgar Filing: LyondellBasell Industries N.V. - Form SC 13D/A

**(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)**

**February 15, 2012**

**(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)

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

7 SOLE VOTING POWER

NUMBER OF

SHARES 79,961,051 shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 505,342 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 79,961,051 shares  
10 SHARED DISPOSITIVE POWER

WITH

505,342 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: LyondellBasell Industries N.V. - Form SC 13D/A

80,466,393 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);

13.93%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 577,441,527 ordinary shares issued and outstanding, as reported in the Issuer's quarterly report filed on Form 10-Q for the quarter ended September 30, 2011.

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)

OO

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

7 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 80,466,393 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares  
10 SHARED DISPOSITIVE POWER  
WITH

11 80,466,393 shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: LyondellBasell Industries N.V. - Form SC 13D/A

80,466,393 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);

13.93%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) All percentages are based on an aggregate of 577,441,527 ordinary shares issued and outstanding, as reported in the Issuer's quarterly report filed on Form 10-Q for the quarter ended September 30, 2011.

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)

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

7 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 80,466,393 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares  
10 SHARED DISPOSITIVE POWER

WITH

11 80,466,393 shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: LyondellBasell Industries N.V. - Form SC 13D/A

80,466,393 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);

13.93%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 577,441,527 ordinary shares issued and outstanding, as reported in the Issuer's quarterly report filed on Form 10-Q for the quarter ended September 30, 2011.



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

7 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 80,466,393 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares  
10 SHARED DISPOSITIVE POWER  
WITH

11 80,466,393 shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: LyondellBasell Industries N.V. - Form SC 13D/A

80,466,393 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);

13.93%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) All percentages are based on an aggregate of 577,441,527 ordinary shares issued and outstanding, as reported in the Issuer's quarterly report filed on Form 10-Q for the quarter ended September 30, 2011.

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

7 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 80,466,393 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares  
10 SHARED DISPOSITIVE POWER

WITH

80,466,393 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: LyondellBasell Industries N.V. - Form SC 13D/A

80,466,393 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);

13.93%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 577,441,527 ordinary shares issued and outstanding, as reported in the Issuer's quarterly report filed on Form 10-Q for the quarter ended September 30, 2011.

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)

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

7 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

80,466,393 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

80,466,393 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: LyondellBasell Industries N.V. - Form SC 13D/A

80,466,393 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);

13.93%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 577,441,527 ordinary shares issued and outstanding, as reported in the Issuer's quarterly report filed on Form 10-Q for the quarter ended September 30, 2011.

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)

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

7 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

80,466,393 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

80,466,393 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: LyondellBasell Industries N.V. - Form SC 13D/A

80,466,393 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);

13.93%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) All percentages are based on an aggregate of 577,441,527 ordinary shares issued and outstanding, as reported in the Issuer's quarterly report filed on Form 10-Q for the quarter ended September 30, 2011.



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)

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

7 SOLE VOTING POWER

NUMBER OF

SHARES 297,080 shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 80,169,313 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 297,080 shares  
10 SHARED DISPOSITIVE POWER

WITH

11 80,169,313 shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: LyondellBasell Industries N.V. - Form SC 13D/A

80,466,393 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);

13.93%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) All percentages are based on an aggregate of 577,441,527 ordinary shares issued and outstanding, as reported in the Issuer's quarterly report filed on Form 10-Q for the quarter ended September 30, 2011.

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)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7  SOLE VOTING POWER

NUMBER OF

SHARES 208,262 shares  
8  SHARED VOTING POWER

BENEFICIALLY

OWNED BY 80,258,131 shares  
EACH 9  SOLE DISPOSITIVE POWER

REPORTING

PERSON 208,262 shares  
10  SHARED DISPOSITIVE POWER  
WITH

11 80,258,131 shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

80,466,393 shares

Edgar Filing: LyondellBasell Industries N.V. - Form SC 13D/A

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

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

14 13.93%<sup>(1)</sup>  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) All percentages are based on an aggregate of 577,441,527 ordinary shares issued and outstanding, as reported in the Issuer's quarterly report filed on Form 10-Q for the quarter ended September 30, 2011.

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)

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

7 SOLE VOTING POWER

NUMBER OF

SHARES 505,342 shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 79,961,051 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 505,342 shares  
10 SHARED DISPOSITIVE POWER  
WITH

11 79,961,051 shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: LyondellBasell Industries N.V. - Form SC 13D/A

80,466,393 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);

13.93%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) All percentages are based on an aggregate of 577,441,527 ordinary shares issued and outstanding, as reported in the Issuer's quarterly report filed on Form 10-Q for the quarter ended September 30, 2011.

**Amendment No. 2 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, AI SMS L.P., AI SMS GP Limited, Access Industries, LLC, Access Industries Management, LLC, Altep 2010 L.P. ( Altep 2010 ), Altep 2011 L.P. ( Altep 2011 ), and Access Industries, Inc. (collectively, the Reporting Persons , and each, a Reporting Person ) to report the sale by AIIC and Altep 2010 of 9,940,043 and 36,930 Class A ordinary shares, par value 0.04 per share (the ordinary shares ), respectively.

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, is hereby amended and supplemented by the Reporting Persons as set forth below in this Amendment No. 2. 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 disclosure in Item 2 with respect to the identity and background of AI Chemical Holdings LLC is hereby amended and restated as follows to reflect that AI Chemical Holdings LLC renamed itself to AI Investments Holdings LLC.

| Name                        | Address of Business/Principal Office  | Principal Business/Occupation                                      | Jurisdiction of Organization/ Citizenship |
|-----------------------------|---|--|---|
| AI Investments Holdings LLC | c/o Access Industries, Inc.<br><br>730 Fifth Avenue<br><br>New York, NY 10019 | Holding strategic investments in a variety of industries worldwide | Delaware                                  |

The agreement among the Reporting Persons relating to the joint filing of this Schedule 13D is filed as Exhibit 99.1.2 hereto.

**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 79,961,051 ordinary shares directly. Each of AI Investments Holdings LLC, AI SMS L.P., AI SMS GP Limited, Access Industries, LLC, Access Industries Management, LLC, and Len Blavatnik may be deemed to beneficially own the 79,961,051 ordinary shares held directly by AIIC. AI Investments Holdings LLC controls AIIC and, as a result, may be deemed to share voting and investment power over the ordinary shares beneficially owned by AIIC. AI SMS L.P. is the sole member of 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. 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 AIIC, AI Investments Holdings LLC, and AI SMS L.P. Access Industries, LLC controls AI SMS GP Limited 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, AI SMS L.P., and AI SMS GP Limited. Access Industries Management, LLC controls Access Industries, 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, AI SMS L.P., AI SMS GP Limited, and Access Industries, LLC. Mr. Blavatnik controls Access Industries Management, 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, AI SMS L.P., AI SMS

## Edgar Filing: LyondellBasell Industries N.V. - Form SC 13D/A

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



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, LLC, Access Industries Management, LLC, and Altep 2011 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, LLC, Access Industries Management, LLC, Access Industries, Inc., 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 208,262 ordinary shares directly. Each of Access Industries, Inc. and Len Blavatnik may be deemed to beneficially own the 208,262 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 208,262 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, LLC, Access Industries Management, LLC, and Altep 2010 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, LLC, Access Industries Management, LLC, Access Industries, Inc., 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.

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 February 14, 2012, AIIC sold 1,127,812 ordinary shares at a weighted average price of \$45.16 per share pursuant to a sale effected under Rule 144 promulgated under the Securities Act of 1933, as amended ( Rule 144 ). The actual number of shares at each sale price is listed in Appendix A to this filing.

On February 14, 2012, Altep 2010 sold 4,188 ordinary shares at a weighted average price of \$45.16 pursuant to a sale effected under Rule 144. The actual number of shares at each sale price is listed in Appendix A to this filing.

On February 15, 2012, AIIC sold 8,812,231 ordinary shares for \$43.86 per share pursuant to a sale effected under Rule 144.

On February 15, 2012, Altep 2010 sold 32,742 ordinary shares for \$43.86 per share pursuant to a sale effected under Rule 144.

**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 99.1.2 Joint Filing Agreement, dated as of February 15, 2012.

**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 15, 2012

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: Senior 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, LLC

By: Access Industries Management, LLC, its manager

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

ACCESS INDUSTRIES MANAGEMENT, LLC

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

ALTEP 2010 L.P.

By: Access Industries, Inc., its general partner

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

ALTEP 2011 L.P.

By: Access Industries, Inc., its general partner

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

ACCESS INDUSTRIES, INC.

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

## Appendix A

The following table indicates the shares sold at each price. For each sale, 99.63% of such sale was for the account of AIIC and 0.37% of such sale was for the account of Altep 2010.

| <b>Number of<br/>Shares Sold</b> | <b>Sale Price</b> |
|----------------------------------|-------------------|
| 189,900                          | 44.5000           |
| 200                              | 44.5001           |
| 100                              | 44.5002           |
| 100                              | 44.5003           |
| 100                              | 44.5005           |
| 100                              | 44.5006           |
| 100                              | 44.5010           |
| 200                              | 44.5011           |
| 100                              | 44.5012           |
| 100                              | 44.5014           |
| 200                              | 44.5017           |
| 200                              | 44.5018           |
| 30,567                           | 44.5050           |
| 23,183                           | 44.5100           |
| 200                              | 44.5103           |
| 100                              | 44.5104           |
| 100                              | 44.5107           |
| 4,000                            | 44.5125           |
| 12,400                           | 44.5150           |
| 23,750                           | 44.5200           |
| 100                              | 44.5202           |
| 2,300                            | 44.5250           |
| 9,600                            | 44.5300           |
| 100                              | 44.5301           |
| 100                              | 44.5320           |
| 100                              | 44.5350           |
| 20,200                           | 44.5400           |
| 4,143                            | 44.5500           |
| 4,791                            | 44.5650           |
| 2,300                            | 44.5800           |
| 100                              | 44.5818           |
| 4,400                            | 44.5850           |
| 300                              | 44.5900           |
| 100                              | 44.5918           |
| 10,800                           | 44.5950           |
| 32,500                           | 44.6000           |
| 100                              | 44.6009           |
| 400                              | 44.6026           |
| 100                              | 44.6036           |
| 17,900                           | 44.6050           |
| 8,000                            | 44.6100           |
| 400                              | 44.6101           |
| 2,900                            | 44.6150           |
| 8,300                            | 45.0000           |

| <b>Number of<br/>Shares Sold</b> | <b>Sale Price</b> |
|----------------------------------|-------------------|
| 1,300                            | 45.0050           |
| 17,972                           | 45.0500           |
| 100                              | 45.0504           |
| 100                              | 45.0505           |
| 100                              | 45.0600           |
| 300                              | 45.0700           |
| 1,000                            | 45.0800           |
| 100                              | 45.0802           |
| 100                              | 45.0804           |
| 1,900                            | 45.0900           |
| 200                              | 45.0950           |
| 5,700                            | 45.1000           |
| 700                              | 45.1200           |
| 100                              | 45.1202           |
| 200                              | 45.1250           |
| 4,834                            | 45.2000           |
| 100                              | 45.2050           |
| 2,000                            | 45.2500           |
| 200                              | 45.2600           |
| 100                              | 45.2618           |
| 300                              | 45.2650           |
| 24,501                           | 45.4000           |
| 1,200                            | 45.4050           |
| 399                              | 45.4100           |
| 200                              | 45.4150           |
| 100                              | 45.4350           |
| 200                              | 45.4400           |
| 600                              | 45.4450           |
| 600                              | 45.4500           |
| 344,569                          | 45.5000           |
| 100                              | 45.5001           |
| 100                              | 45.5002           |
| 100                              | 45.5003           |
| 100                              | 45.5004           |
| 200                              | 45.5005           |
| 300                              | 45.5006           |
| 100                              | 45.5010           |
| 200                              | 45.5013           |
| 100                              | 45.5014           |
| 100                              | 45.5017           |
| 200                              | 45.5019           |
| 100                              | 45.5032           |
| 200                              | 45.5036           |
| 1,600                            | 45.5050           |
| 12,198                           | 45.5100           |
| 100                              | 45.5102           |
| 100                              | 45.5104           |
| 100                              | 45.5106           |
| 300                              | 45.5107           |

| <b>Number of<br/>Shares Sold</b> | <b>Sale Price</b> |
|----------------------------------|-------------------|
| 100                              | 45.5109           |
| 100                              | 45.5110           |
| 100                              | 45.5136           |
| 2,400                            | 45.5150           |
| 9,757                            | 45.5200           |
| 100                              | 45.5204           |
| 100                              | 45.5205           |
| 200                              | 45.5206           |
| 200                              | 45.5207           |
| 100                              | 45.5209           |
| 100                              | 45.5211           |
| 200                              | 45.5230           |
| 15,785                           | 45.5250           |
| 5,747                            | 45.5300           |
| 100                              | 45.5302           |
| 200                              | 45.5310           |
| 200                              | 45.5313           |
| 2,300                            | 45.5350           |
| 5,298                            | 45.5400           |
| 100                              | 45.5401           |
| 200                              | 45.5403           |
| 100                              | 45.5405           |
| 100                              | 45.5407           |
| 100                              | 45.5410           |
| 100                              | 45.5412           |
| 100                              | 45.5414           |
| 100                              | 45.5415           |
| 100                              | 45.5425           |
| 200                              | 45.5427           |
| 400                              | 45.5450           |
| 36,301                           | 45.5500           |
| 800                              | 45.5550           |
| 3,900                            | 45.5600           |
| 2,500                            | 45.5650           |
| 3,302                            | 45.5700           |
| 100                              | 45.5711           |
| 1,900                            | 45.5800           |
| 12,700                           | 45.5900           |
| 100                              | 45.5901           |
| 100                              | 45.5911           |
| 100                              | 45.5919           |
| 100                              | 45.5929           |
| 5,700                            | 45.5950           |
| 11,281                           | 45.6000           |
| 1,400                            | 45.6050           |
| 1,922                            | 45.6100           |
| 200                              | 45.6150           |
| 600                              | 45.6200           |
| 1,201                            | 45.6250           |

| <b>Number of<br/>Shares Sold</b> | <b>Sale Price</b> |
|----------------------------------|-------------------|
| 5,000                            | 45.6300           |
| 700                              | 45.6350           |
| 6,500                            | 45.6400           |
| 56,800                           | 45.6441           |
| 500                              | 45.6450           |
| 5,627                            | 45.6500           |
| 19,500                           | 45.6503           |
| 700                              | 45.6550           |
| 1,900                            | 45.6600           |
| 600                              | 45.6650           |
| 4,232                            | 45.6700           |
| 8,600                            | 45.6750           |
| 15,300                           | 45.6800           |
| 1,100                            | 45.6850           |
| 800                              | 45.6900           |
| 16,900                           | 45.7000           |
| 3,300                            | 45.7050           |
| 4,100                            | 45.7100           |
| 100                              | 45.7136           |
| 1,600                            | 45.7150           |
| 3,100                            | 45.7200           |
| 100                              | 45.7210           |
| 140                              | 45.7250           |
| 1,400                            | 45.7300           |
| 200                              | 45.7350           |
| 1,000                            | 45.7400           |
| 400                              | 45.7450           |
| 300                              | 45.8000           |
| 200                              | 45.8100           |
| 100                              | 45.8200           |
| 100                              | 45.8300           |
| 100                              | 45.8400           |
| 300                              | 45.8600           |
| <b>1,132,000</b>                 |                   |