

AXIALL CORP/DE/
Form 4
September 02, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FLEMING PATRICK J

(Last) (First) (Middle)

**1000 ABERNATHY RD.
NE, SUITE 1200**

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AXIALL CORP/DE/ [AXLL]

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code	V Amount or Price			
AXLL Common Stock	08/31/2016		D		(1) 17,415 (2) (3) (4)	0	D	
AXLL Common Stock	08/31/2016		D		(1) 7,452 (2) (3) (4)	0	I	By the Fleming Trust (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLEMING PATRICK J 1000 ABERNATHY RD. NE SUITE 1200 ATLANTA, GA 30328	X			

Signatures

/s/ Patrick J. Fleming 08/31/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Disposed of pursuant to the Agreement and Plan of Merger dated as of June 10, 2016 (the "Merger Agreement") among the Issuer, Westlake Chemical Corporation ("Westlake") and Lagoon Merger Sub, Inc., a wholly owned subsidiary of Westlake ("Merger Sub"), pursuant to which Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as a wholly-owned subsidiary of Westlake.
- (2) Pursuant to the Merger Agreement, at the effective time of the Merger, each share of Issuer common stock was canceled and converted into the right to receive \$33.00 in cash (the "Merger Consideration"). The disposition was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.
- (3) Includes (i) 3,474 shares underlying restricted share unit awards with respect to Issuer common stock which, pursuant to the Merger Agreement, at the effective time of the Merger, was assumed by Westlake and converted into restricted share unit awards with respect to Westlake common stock (which are intended to be settled in cash to the extent permitted by the terms of the applicable award agreement for the restricted share unit awards with respect to Issuer common stock),

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(Continued from footnote 3) with the total number of shares of Westlake common stock underlying each such restricted share unit award determined by multiplying the number of shares underlying restricted share unit awards with respect to Issuer common stock immediately

- (4) prior to the effective time of the Merger by an exchange ratio set forth in the Merger Agreement and rounded to the nearest whole share and (ii) 522 shares underlying stock options which were converted into the right to receive a cash payment equal to the Merger Consideration minus the exercise prices of such options.

- (5) The reporting person and his spouse are the Trustees of the Fleming Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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