

AXIALL CORP/DE/  
Form SC 13G/A  
February 13, 2015

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

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Axiall Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

05463D100  
(CUSIP Number)

December 31, 2014  
(Date of Event Which  
Requires Filing of This  
Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
Rule 13d-1(c)  
Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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|   |   |
|---|---|
| 1   | NAMES OF REPORTING PERSONS                                    |
|   | Select Equity Group, L.P.                                     |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP              |
|   | (a)   |
|   | (b)   |
| 3   | SEC USE ONLY  |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION                          |
|   | Delaware  |
|   | SOLE VOTING POWER   |
|   | 5   |
|   | 0   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SHARED VOTING POWER   |
|   | 6   |
|   | 0   |
|   | SOLE DISPOSITIVE POWER  |
|   | 7   |
|   | 0   |
|   | SHARED DISPOSITIVE POWER                                      |
|   | 8   |
|   | 0   |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON            |
|   | 0   |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN |

SHARES

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

0%

12 TYPE OF REPORTING PERSON  
IA

2

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|    |  |
|----|--|
| 1  | NAMES OF REPORTING PERSONS   |
|    | George S. Loening  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                     |
|    | (a)  |
|    | (b)  |
| 3  | SEC USE ONLY   |
| 4  | CITIZENSHIP OR PLACE OF ORGANIZATION                                 |
|    | USA  |
|    | SOLE VOTING POWER  |
|    | 5  |
|    | 0  |
|    | SHARED VOTING POWER  |
| 6  | 0  |
|    | SOLE DISPOSITIVE POWER   |
| 7  | 0  |
|    | SHARED DISPOSITIVE POWER   |
| 8  | 0  |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON                   |
|    | 0  |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

0%

12 TYPE OF REPORTING PERSON  
IN/HC

3

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Item 1(a) Name of  
Issuer:

Axiall  
Corporation

Item 1(b) Address of  
Issuer's  
Principal  
Executive  
Offices:

1000  
Abernathy  
Road NE  
Suite 1200  
Atlanta,  
Georgia  
30328

Items 2(a) Name of  
Person  
Filing:

This  
Schedule  
13G is being  
filed jointly  
by Select  
Equity  
Group, L.P.,  
a Delaware  
limited  
partnership  
("Select LP"),  
and George  
S. Loening  
("Loening"),  
who is the  
majority  
owner of  
Select LP  
and  
managing  
member of  
its general  
partner.  
Select LP

and Loening  
are  
sometimes  
jointly  
referred to  
herein as the  
“Select  
Reporting  
Persons.”

Item 2(b) Address of  
Principal  
Business  
Office:

The  
business  
address of  
each of the  
Select  
Reporting  
Persons is:

380  
Lafayette  
Street, 6th  
Floor  
New York,  
New York  
10003

Item 2(c) Citizenship:

George S.  
Loening is a  
United  
States  
citizen.

Item 2(d) Title of  
Class of  
Securities:

Common  
Stock

Item 2(e) CUSIP  
Number:

05463D100



Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment

- (j) Company Act of 1940;  
A non-U.S. institution  
in accordance with  
Rule  
240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance  
with Rule  
240.13d-1(b)(1)(ii)(K).

Item  
4 Ownership:

The information required by Items 4(a)-(c), as of the date hereof, is set forth in Rows 5-11 of the cover page hereto for each Select Reporting Person and is incorporated herein by reference for each such Select Reporting Person.

Item  
5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof a reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

Item  
6 Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item  
7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

N/A

Item  
8 Identification and Classification of Members of the Group:

N/A

Item  
9 Notice of Dissolution of Group:

N/A

Item  
10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



SIGNATURES

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

SELECT EQUITY GROUP, L.P.

By: Select Equity GP, LLC, its General Partner

By: /s/ George S. Loening

Name: George S. Loening

Title: Managing Member

/s/ George S. Loening

George S. Loening, an individual

Dated: February 13, 2015