

Chemours Co
Form 4
July 08, 2015

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 *
VERGNANO MARK P

(Last) (First) (Middle)
1007 MARKET STREET

(Street)

WILMINGTON, DE 19899

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Chemours Co [CC]

3. Date of Earliest Transaction
(Month/Day/Year)
07/06/2015

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)
President and CEO

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 (D) Price | | | |
| Common Stock, par value \$.01 | 07/06/2015 | | A | 74,592 (1) (2) A \$ 0 | 169,758.5 | D | |
| Common Stock, par value \$.01 | 07/06/2015 | | A | 78,978 (1) (3) A \$ 0 | 248,736.5 | D | |

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

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(9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 16.04 | 07/06/2015 | | A | 331,231 | 03/01/2018 | 07/05/2025 | Common Stock | 331,231 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VERGNANO MARK P 1007 MARKET STREET WILMINGTON, DE 19899 | X | | President and CEO | |

Signatures

/s/ Brian Morrissey, as attorney-in-fact for Mark P. Vergnano 07/08/2015

__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).

Represents restricted stock units granted in accordance with the Employee Matters Agreement (the "Agreement") dated as of June 26,

(1) 2015 between the Issuer and E. I. du Pont de Nemours and Company ("DuPont") to replace performance share awards of DuPont held by the Reporting Person immediately before the legal and structural separation of Issuer from DuPont (the "Spin-off").

(2) Restricted stock units vest on March 1, 2016, which is the date the 2013 DuPont performance share awards would have vested.

(3) Restricted stock units vest on March 1, 2017, which is the date the 2014 DuPont performance share awards would have vested.

Stock options granted in accordance with the Agreement to replace 2015 performance share awards of DuPont held by the Reporting

(4) Person immediately before the Spin-off. The vesting date of the stock options is the date the 2015 DuPont performance share awards would have vested.

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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