

TRINSEO S.A.

FORM 8-K

(Current report filing)

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Address	1000 CHESTERBROOK BOULEVARD SUITE 3000 BERWYN, PA 19312
Telephone	610-240-3200
CIK	0001519061
Symbol	TSE
SIC Code	2821 - Plastics Materials, Synthetic Resins, and Nonvulcanizable Elastomers
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): October 3, 2014

Trinseo S.A.
(Exact name of registrant as specified in its charter)

Luxembourg
(State or other jurisdiction
of incorporation)

N/A
(I.R.S. Employer
Identification Number)

001-36473
(Commission File Number)

1000 Chesterbrook Boulevard, Suite 300
Berwyn, Pennsylvania
(Address of principal executive offices)

19312
(Zip Code)

(610) 240-3200
(Registrant's telephone number, including area code)

Not Applicable
(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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 8, 2014, Trinseo S.A. (the “Company”) announced that Curtis S. Shaw, the Company’s Executive Vice President, General Counsel and Corporate Secretary, will retire from the Company effective January 1, 2015. In connection with Mr. Shaw’s retirement, on October 3, 2014, the Company and Mr. Shaw entered into a retirement agreement under which Mr. Shaw will receive the annual performance award, if any, that he would have received for calendar year 2014 had he remained employed with the Company through the regular payment date for the Company’s 2014 annual performance awards. Such award, if any, will be paid at the time such award would have otherwise been paid had Mr. Shaw remained employed by the Company. In addition, the Company will pay Mr. Shaw, in 18 equal monthly installments beginning in January 2015, an amount equal to one and one-half times his current annual base salary and target bonus. The Company also will provide Mr. Shaw’s spouse with continued healthcare plan coverage until she reaches age 65, on the same terms as if he had remained employed by the Company through such date. The retirement agreement also provides for accelerated vesting of certain of the incentive equity shares of Bain Capital Everest Manager Holding SCA, the parent company of the Company (“BCEM”), held by Mr. Shaw, as well as a cash distribution in the amount of \$84,333 in respect of previously vested BCEM incentive equity shares.

In addition, on October 8, 2014, the Company announced that Martin Pugh would take on the title and responsibilities of Senior Vice President and Business President, Performance Materials. The Company also modified the vesting schedule applicable to both tranches of his BCEM incentive equity share award to provide for (i) the vesting of the final 60% of one tranche of the award in two equal amounts on each of March 1, 2016 and March 1, 2017, and (ii) the vesting of the entire remaining unvested portion of the second tranche of the award on March 1, 2017. In addition, the Company and Mr. Pugh agreed to an amendment to his employment agreement, which, among other things, modifies the renewal provisions of the term of his employment.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit

No.	Description
99.1	Company press release dated October 8, 2014.

SIGNATURES

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

Trinseo S.A.

By: /s/ John A. Feenan

Name: John A. Feenan

Title: Executive Vice President and Chief Financial
Officer

Date: October 8, 2014

EXHIBIT INDEX

Exhibit

No.	Description
99.1	Company press release dated October 8, 2014.

Trinseo Re-aligns Business Divisions and Announces Executive Leadership Changes

Berwyn, PA – October 8, 2014 — Trinseo (NYSE: TSE), a global materials company and manufacturer of plastics, latex and rubber, announced that it will realign its business divisions, creating two new business groups called Performance Materials and Basic Plastics and Feedstocks.

“This new alignment of businesses better reflects the nature of our businesses. By grouping together businesses with similar strategies and aspirations, we can manage and operate them more effectively,” said Chris Pappas, President and CEO of Styron. “With greater focus and leadership alignment in these new division structures, we intend to accelerate the growth of our Performance Materials businesses, and optimize profitability of the Basic Plastics and Feedstocks businesses for cash generation.”

The Performance Materials division will include the following reporting segments: Rubber, Latex and Performance Plastics (consisting of the Automotive and Consumer Essential Markets businesses). The Basic Plastics and Feedstocks division will also represent a separate segment for reporting purposes and will include the following businesses: Styrenic Polymers (Polystyrene, ABS, SAN), Polycarbonate, and Styrene Monomer.

Pappas announced the following changes to the executive team:

- **Martin Pugh** , Senior Vice President and Business President for Plastics, has been named Senior Vice President and Business President for Performance Materials. He will have responsibility for Rubber, Latex, and Performance Plastics (Automotive and Consumer Essential Markets).
- **Jeff Denton** , Vice President, Feedstocks and Corporate Services, has been named Vice President for Corporate Development and Business Services. In addition to his existing responsibilities for Supply Chain, Information Technology, Purchasing, Customer Service, and Facilities Management, he will add responsibility for Corporate Development and Mergers and Acquisitions.
- A new position, **Senior Vice President and Business President for Basic Plastics and Feedstocks** , is expected to be filled in the first half of 2015. Until the position is filled, Mr. Denton will retain interim responsibility for Feedstocks, and Mr. Pugh will have interim responsibility for Styrenic Polymers and Polycarbonate.
- **Curt Shaw** , Executive Vice President, General Counsel and Corporate Secretary, will retire at the end of 2014. Shaw joined the company in 2010 and has had a distinguished 40-year career as an accomplished corporate lawyer with extensive experience in the global chemicals and materials industry. The succession process is underway.

Changes to Trinseo’s financial reporting will be effective January 1, 2015. The changes in executive roles are effective immediately except as otherwise noted.

About Trinseo

Trinseo (NYSE:TSE) is a global materials company and manufacturer of plastics, latex and rubber. Trinseo's technology is used by customers in industries such as home appliances, automotive, building & construction, carpet, consumer electronics, consumer goods, electrical & lighting, medical, packaging, paper & paperboard, rubber goods and tires.

Formerly known as Styron, Trinseo previously announced plans to change the name of all Styron affiliated companies to Trinseo. Some, but not all, of the Styron companies have completed the name change process and are currently known as Trinseo; Styron companies that have not completed this process will continue to do business as Styron until their respective name changes are complete. Styron's operating companies also continue to do business as Styron at this time.

Note on Forward-Looking Statements

This press release may contain "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," and similar expressions are intended to identify such forward-looking statements. Forward-looking statements in this press release may include, without limitation, the impact of the business alignment and other matters that involve known and unknown risks, uncertainties and other factors that may cause results, levels of activity, performance or achievements to differ materially from results expressed or implied by this press release. Such risk factors include, among others: compliance with environmental, health and safety laws; changes in laws and regulations applicable to our business; system security risk issues that could disrupt our internal operations or information technology services; and the loss of customers. Additional risks and uncertainties are set forth in the Company's reports filed with the United States Securities and Exchange Commission, which are available at <http://www.sec.gov/> as well as the Company's web site at <http://www.trinseo.com>. As a result of the foregoing considerations, you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Legal Disclaimer

Any technical descriptions and product information provided in the above announcement are not legally binding. The quality, price and performance of our products will be specified in individual contracts with our customers. Unless otherwise explicitly agreed, the official product specification shall prevail in the form published from time to time.

For Editorial Information:

Donna St.Germain

Press Contact

Trinseo

+1 610 240 3307

stgermain@styron.com