

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

## SCHEDULE TO

Amendment No. 1

### TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934.

## TRINSEO S.A.

(Name of Subject Company (Issuer) and Filing Person (Issuer))

**Ordinary Shares, Nominal Value \$0.01 Per Share**

(Title of Class of Securities)

**L9340P101**

(CUSIP Number of Class of Securities)

**Angelo N. Chaclas**

**Senior Vice President, Chief Legal Officer and Corporate Secretary**

**1000 Chesterbrook Boulevard**

**Berwyn, PA 19312**

**(610) 240-3200**

(Name, address, and telephone numbers of person authorized to  
receive notices and communications on behalf of the persons filing statement)

Copies of all communications, including communications sent to agent for service, should be sent to:

**Craig E. Marcus**

**Ropes & Gray LLP**

**Prudential Tower**

**800 Boylston Street**

**Boston, Massachusetts**

**Telephone: (617) 951-7000**

**Facsimile: (617) 951-7050**

### CALCULATION OF FILING FEE

#### TRANSACTION VALUATION

\$41,508,950\*

#### AMOUNT OF FILING FEE

\$4,180\*\*

\* Calculated solely for the purpose of determining the amount of filing fee. This amount assumes the repurchase of 1,165,000 Ordinary Shares at a purchase price of \$35.63 per share.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended by Fee Rate Advisory No. 5, equals \$100.70 per million dollars of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$4,180 Filing Party: Trinseo S.A.  
Form or Registration No. Schedule TO Date Filed: March 28, 2016

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing fee is a final amendment reporting the results of the tender offer:



This Amendment No. 1 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "SEC") on March 28, 2016 by Trinseo S.A., a Luxembourg limited liability company ("Trinseo" or the "Company"), pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in connection with the Company's offer to purchase for cash up to 1,165,000 of its ordinary shares (the "Offer"), \$0.01 nominal value per share (the "Ordinary Shares"), or such lesser number of shares as is properly tendered and not properly withdrawn (the "Offer"). The Company's Offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 28, 2016 ("Offer to Purchase"), and in the related Letter of Transmittal ("Letter of Transmittal") which, as amended or supplemented from time to time, together constitute the Offer. This Amendment to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) promulgated under the Exchange Act.

The information contained in the Offer to Purchase and the related Letter of Transmittal, previously filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively, is incorporated into this Amendment by reference in response to all of the items of the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

**Item 11. Additional information.**

Item 11 of the Schedule TO is hereby amended and supplemented to add the following:

On April 26, 2016 the Company issued a press release announcing the final results of the Offer, which expired at 5:00 p.m., New York City time on Monday, April 25, 2016. A copy of the press release is filed as Exhibit (a)(5)(E) to this Schedule TO and is incorporated herein by reference.

**Item 12. Exhibits.**

The information contained in Item 12 of the Schedule TO and the Exhibit Index is hereby amended and supplemented to add the following:

Exhibit Number	Description
(a)(5)(E)	Press Release issued by Trinseo S.A. on April 26, 2016.

**SIGNATURES**

After due 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.

**Trinseo S.A.**

Dated: April 26, 2016

By: /s/Angelo N. Chaclas  
Name: Angelo N. Chaclas  
Title: Senior Vice President, Chief Legal Officer and Corporate Secretary

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(A)	Offer to Purchase, dated March 28, 2016.*
(a)(1)(B)	Letter of Transmittal (including Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on Substitute Form W-9).*
(a)(1)(C)	Letter to Brokers, Dealers, Banks, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(D)	Letter to Clients.*
(a)(5)(A)	Press Release issued by Trinseo S.A. on March 21, 2016 (incorporated by reference to Exhibit 99.1 to Trinseo's Schedule TO-C filed on March 21, 2016).
(a)(5)(B)	Press Release issued by Trinseo S.A. on March 21, 2016 (incorporated by reference to Exhibit 99.2 to Trinseo's Schedule TO-C filed on March 21, 2016).
(a)(5)(C)	Information included in the final prospectus supplement issued by Trinseo S.A. on March 23, 2016 (incorporated by reference to Exhibit to Trinseo's Schedule TO-C filed on March 23, 2016) .
(a)(5)(D)	Press release announcing the commencement of the tender offer, dated March 28, 2016.*
(a)(5)(E)	Press Release issued by Trinseo S.A. on April 26, 2016.
(d)(1)	Underwriting Agreement between Goldman, Sachs & Co., the Company and Bain Capital Everest Manager Holding SCA dated as of March 21, 2016 (incorporated by reference to Exhibit 1.1 to Trinseo's Current Report on Form 8-K filed on March 24, 2016).

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\* Previously filed as an exhibit to the Schedule TO filed with the SEC on March 28, 2016.

**FOR IMMEDIATE RELEASE****Trinseo Announces Acceptance and Final Results of Tender Offer****Berwyn, PA — April 26, 2016**

Trinseo S.A. (NYSE: TSE) (the “Company”), a global materials solutions provider and manufacturer of plastics, latex binders and synthetic rubber, today announced the final results of its tender offer, which expired at 5:00 p.m., New York City Time on April 25, 2016, in which Trinseo offered to purchase up to 1,165,000 of its ordinary shares at a price of \$35.63 per share on the terms and subject to the conditions set forth in the Offer to Purchase. In accordance with the terms and subject to the conditions of the offer, Trinseo has accepted for purchase 38,702 of its ordinary shares at a price of \$35.63 per share, for a total purchase price of \$1,378,952.26. The Company conducted the tender offer in order to satisfy certain requirements of Luxembourg law following the repurchase by the Company of 1,600,000 ordinary shares as part of the secondary offering of the Company’s ordinary shares that was completed on March 24, 2016.

Payment for shares accepted for purchase will be made promptly by American Stock Transfer and Trust Company, the depositary for the tender offer.

The Company retained Okapi Partners LLC to act as information agent and American Stock Transfer and Trust Company, LLC to act as depositary in connection with the tender offer. Shareholders with questions regarding the tender offer may call the information agent toll-free at (855) 208-8903.

**About Trinseo**

Trinseo (NYSE: TSE) is a global materials solutions provider and manufacturer of plastics, latex binders, and synthetic rubber. We are focused on delivering innovative and sustainable solutions to help our customers create products that touch lives every day — products that are intrinsic to how we live our lives — across a wide range of end-markets, including automotive, consumer electronics, appliances, medical devices, lighting, electrical, carpet, paper and board, building and construction, and tires. Trinseo had approximately \$4.0 billion in revenue in 2015, with 18 manufacturing sites around the world, and more than 2,200 employees.

**Note on Forward-Looking Statements**

This press release may contain “forward-looking statements.” 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. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future, including risks and uncertainties relating to the repurchase by the Company and the risks identified, or incorporated by reference, in the Offer to Purchase. 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.

**For Editorial Information:**

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