

LyondellBasell Industries N.V.
 Form 424B7
 September 05, 2013
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Filed Pursuant to Rule 424(b)(7)
 Registration No. 333-189375

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount Of Registration Fee(2)
Ordinary shares, 0.04 par value per share	16,000,000	\$69.01	\$1,104,160,000	\$150,608

- (1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended (the Securities Act). The price per ordinary share and aggregate offering price are based on the average of the high and low sale prices reported on the New York Stock Exchange for shares of the registrant on August 28, 2013.
- (2) Calculated in accordance with Rule 456(b) and 457(r) of the Securities Act.

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PROSPECTUS SUPPLEMENT

(To Prospectus dated June 17, 2013)

16,000,000 Shares

LyondellBasell Industries N.V.

This prospectus supplement relates to 16,000,000 ordinary shares of LyondellBasell Industries N.V. being sold by the selling shareholders identified in this prospectus supplement. We will not receive any proceeds from the sale of our ordinary shares to be offered by the selling shareholders.

Our ordinary shares are listed on The New York Stock Exchange, under the symbol LYB. On August 30, 2013, the last reported sale price of our ordinary shares on the NYSE was \$70.15 per share.

Investing in our ordinary shares involves risks. See Risk Factors, which begins on page S-8 of this prospectus supplement and any risk factors described in the documents we incorporate by reference.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriter has agreed to purchase our ordinary shares from the selling shareholders at a price of \$69.43 per share, which will result in proceeds to the selling shareholders of approximately \$1,110,880,000. The underwriter may offer our ordinary shares from time to time in transactions on the NYSE, in the over-the-counter market, through negotiated transactions or otherwise at market prices. See Underwriting .

The underwriter expects that delivery of the ordinary shares will be made in New York, New York on or about September 9, 2013.

Citigroup

The date of this prospectus supplement is September 4, 2013.

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We have not, and the underwriter and selling shareholders have not, authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. Neither we, the selling shareholders nor the underwriter take any responsibility for, and none of us can provide any assurance as to the reliability of, any other information that others may give you. This prospectus supplement and the accompanying prospectus is not an offer to sell, nor is it an offer to buy, these securities in any state or jurisdiction where the offer or sale is not permitted. The information in this prospectus supplement and the accompanying prospectus is complete and accurate as of the date on the front cover of this prospectus supplement, but our business, financial condition or results of operations may have changed since that date.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus relate to part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, using a shelf registration process. Both this prospectus supplement and the accompanying prospectus include or incorporate by reference important information about us, our ordinary shares and other information you should know before investing. You should read both this prospectus supplement and the accompanying prospectus as well as additional information described under "Where You Can Find More Information" in this prospectus supplement before making an investment decision.

This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities described in this prospectus supplement or an offer to sell or the solicitation of any offer to buy such securities in any circumstances in which such offer or solicitation is unlawful. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus, the documents incorporated by reference and any related free writing prospectus is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed materially since those dates. This prospectus supplement may add to, update or change the information in the accompanying prospectus. If information in this prospectus supplement is inconsistent with information in the accompanying prospectus, this prospectus supplement will apply and will supersede that information in the accompanying prospectus.

Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus supplement to LyondellBasell, we, us and our refer to LyondellBasell Industries N.V. and its consolidated subsidiaries.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement contains and incorporates by reference forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). You can identify our forward-looking statements by the words anticipate, estimate, believe, continue, could, intend, may, plan, predict, should, will, expect, objective, projection, forecast, goal, guidance, outlook, effort, target and similar expressions.

We based the forward-looking statements on our current expectations, estimates and projections about ourselves and the industries in which we operate in general. We caution you these statements are not guarantees of future performance as they involve assumptions that, while made in good faith, may prove to be incorrect, and involve risks and uncertainties we cannot predict. In addition, we based many of these forward-looking statements on assumptions about future events that may prove to be inaccurate. Accordingly, our actual outcomes and results may differ materially from what we have expressed or forecast in the forward-looking statements. Any differences could result from a variety of factors, including the following:

the cost of raw materials represents a substantial portion of our operating expenses, and energy costs generally follow price trends of crude oil and/or natural gas; price volatility can significantly affect our results of operations and we may be unable to pass raw material and energy cost increases on to our customers;

our U.S. operations have benefited from low-cost natural gas and natural gas liquids (NGLs); decreased availability of these materials (for example, from their export or regulations impacting hydraulic fracturing in the U.S.) could reduce the current benefits we receive;

industry production capacities and operating rates may lead to periods of oversupply and low profitability; for example, there has been substantial capacity expansion announced in the U.S. olefins industry;

we may face operating interruptions at any of our facilities, which would negatively impact our operating results; for example, because the Houston refinery is our only refining operation, we would not have the ability to increase production elsewhere to mitigate the impact of any outage at that facility;

regulations may negatively impact our business by, among other things, restricting our operations, increasing costs of operations or requiring significant capital expenditures;

we face significant competition due to the commodity nature of many of our products and may not be able to protect our market position or otherwise pass on cost increases to our customers;

changes in general economic, business, political and regulatory conditions in the countries or regions in which we operate could increase our costs, restrict our operations and reduce our operating results;

our ability to implement business strategies may be negatively affected or restricted by, among other things, governmental regulations or policies;

uncertainties associated with worldwide economies could create reductions in demand and pricing, as well as increased counterparty risks, which could reduce liquidity or cause financial losses resulting from counterparty default;

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the negative outcome of any legal, tax and environmental proceedings may increase our costs;

we may be required to reduce production or idle certain facilities because of the cyclical and volatile nature of the supply-demand balance in the chemical and refining industries, which would negatively affect our operating results;

we rely on continuing technological innovation, and an inability to protect our technology, or others' technological developments could negatively impact our competitive position;

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we have substantial international operations, and continued economic uncertainties, fluctuations in exchange rates, valuations of currencies and our possible inability to access cash from operations in certain jurisdictions on a tax-efficient basis, if at all, could negatively affect our liquidity and our results of operations;

we are subject to the risks of doing business at a global level, including wars, terrorist activities, political and economic instability and disruptions and changes in governmental policies, which could cause increased expenses, decreased demand or prices for our products and/or disruptions in operations, all of which could reduce our operating results;

if we are unable to comply with the terms of our credit facilities, indebtedness and other financing arrangements, those obligations could be accelerated, which we may not be able to repay; and

we may be unable to incur additional indebtedness or obtain financing on terms that we deem acceptable, including for refinancing of our current obligations; higher interest rates and costs of financing would increase our expenses.

Any of these factors, or a combination of these factors, could materially affect our future results of operations and the ultimate accuracy of the forward-looking statements. These forward-looking statements are not guarantees of future performance, and our actual results and future developments may differ materially from those projected in the forward-looking statements. Our management cautions against putting undue reliance on forward-looking statements or projecting any future results based on such statements or present or prior earnings levels.

All subsequent written and oral forward looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section and any other cautionary statements that may accompany such forward looking statements. Except as otherwise required by applicable law, we disclaim any duty to update any forward looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this prospectus supplement.

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WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement on Form S-3 regarding the securities we or selling securityholders may offer from time to time. This prospectus supplement does not contain all of the information found in the registration statement. For further information regarding LyondellBasell and the securities offered by this prospectus supplement, you should review the entire registration statement, including its exhibits and schedules, filed under the Securities Act. The registration statement of which this prospectus supplement forms a part, including its exhibits and schedules, may be inspected and copied at the public reference room maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. The SEC maintains a web site on the Internet at <http://www.sec.gov>. Such registration statement can also be downloaded from the SEC's web site.

The SEC allows us to incorporate by reference the information we have filed with the SEC. This means that we can disclose important information to you without actually including the specific information in this prospectus supplement by referring you to other documents previously filed with the SEC. The information incorporated by reference is an important part of this prospectus supplement.

We incorporate by reference in this prospectus supplement the following documents that we have previously filed with the SEC and any subsequent filings made by us with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding information deemed to be furnished and not filed with the SEC) prior to the completion of the offering:

Annual Report on Form 10-K for the fiscal year ended December 31, 2012, as filed with the SEC on February 12, 2013;

Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013, as filed with the SEC on April 26, 2013 and July 26, 2013, respectively;

Definitive Proxy Statement on Schedule 14A, as filed with the SEC on April 10, 2013 (to the extent incorporated by reference in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012);

Current Reports on Form 8-K, as filed with the SEC on February 19, 2013, March 22, 2013, April 5, 2013, April 29, 2013, April 30, 2013, May 28, 2013, May 29, 2013, June 7, 2013, June 17, 2013 and July 16, 2013, August 6, 2013 and August 9, 2013; and

The description of LyondellBasell Industries N.V.'s ordinary shares contained in our Registration Statement on Form 10 filed with the SEC pursuant to Section 12 of the Exchange Act, on April 28, 2010, as amended.

You may request a copy of any document incorporated by reference in this prospectus supplement and any exhibit specifically incorporated by reference in those documents, at no cost, by writing or telephoning us at the following address or phone number and may view the documents by accessing our website at www.lyondellbasell.com:

LyondellBasell Industries N.V.

c/o Lyondell Chemical Company

1221 McKinney Street, Suite 300

Houston, Texas 77010

Attn: Secretary to the Supervisory Board

(713) 309-7200

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Other than the documents expressly incorporated herein by reference, the information on our website is not incorporated by reference into this prospectus supplement and does not constitute a part of this prospectus supplement.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information contained elsewhere in this prospectus supplement and the accompanying prospectus or incorporated by reference herein or therein. This summary does not contain all of the information you should consider before investing in our ordinary shares. You should read this entire prospectus supplement and the accompanying prospectus carefully, especially the risks of investing in our ordinary shares discussed under Risk Factors beginning on page S-8 of this prospectus supplement and the consolidated financial statements and notes to those consolidated financial statements incorporated by reference in this prospectus supplement, before making an investment decision.

Our Company

LyondellBasell Industries N.V. is a public company with limited liability (*naamloze vennootschap*) incorporated under Dutch law by deed of incorporation dated October 15, 2009.

We believe we are one of the world's top five independent chemical companies based on revenues. We participate globally across the petrochemical value chain and are an industry leader in many of our product lines. Our chemicals businesses consist primarily of large processing plants that convert large volumes of liquid and gaseous hydrocarbon feedstock into plastic resins and other chemicals. Our chemical products tend to be basic building blocks for other chemicals and plastics, while our plastic products are typically used in large volume applications. Our customers use our plastics and chemicals to manufacture a wide range of products that people use in their everyday lives including food packaging, home furnishings, automotive components, paints and coatings. Our refining business consists of our Houston refinery which processes crude oil into fuels such as gasoline, diesel and jet fuel.

We maintain executive offices in London, Rotterdam and Houston. The addresses for our executive offices are 1 Berkeley Street, Mayfair, London, The United Kingdom, W1J8DJ; Stationsplein 45, 3013 AK Rotterdam, The Netherlands; and 1221 McKinney St, Suite 300, Houston, Texas. LyondellBasell's telephone numbers for its executive offices are, respectively, +44 (0)20 7016 9527, +31 (0)10 275 5500, and (713) 309-7200 and its internet address is www.lyondellbasell.com. Other than the documents expressly incorporated herein by reference, the information on our website is not incorporated by reference into this prospectus supplement and does not constitute a part of this prospectus supplement.

LyondellBasell was formed to serve as the parent holding company for certain subsidiaries of LyondellBasell Industries AF S.C.A. (LyondellBasell AF) after completion of proceedings under chapter 11 of title 11 of the United States Bankruptcy Code. LyondellBasell AF and 93 of its subsidiaries were debtors in jointly administered bankruptcy cases in the United States Bankruptcy Court in the Southern District of New York (the Bankruptcy Cases). Other subsidiaries of LyondellBasell AF were not involved in the Bankruptcy Cases. On April 23, 2010, the Bankruptcy Court approved our Third Amended and Restated Plan of Reorganization and we emerged from bankruptcy on April 30, 2010 (the date of our emergence from bankruptcy being the Emergence Date).

Prior to the Emergence Date, LyondellBasell had not conducted any business operations. Accordingly, unless otherwise noted or suggested by context, all financial information and data and accompanying financial statements and corresponding notes, as of and prior to the Emergence Date, as incorporated by reference in this prospectus supplement, reflect the actual historical consolidated results of operations and financial condition of LyondellBasell AF for the periods presented and do not give effect to the Plan of Reorganization or any of the transactions contemplated thereby or the adoption of fresh-start accounting. Thus, such financial information may not be representative of our performance or financial condition after the Emergence Date. Except with respect to such historical financial information and data and accompanying financial statements and

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corresponding notes or as otherwise noted or suggested by the context, all other information contained or incorporated by reference in this prospectus supplement relates to LyondellBasell and its subsidiaries following the Emergence Date.

As of the Emergence Date, LyondellBasell AF's equity interests in its indirect subsidiaries terminated and LyondellBasell Industries N.V. now owns and operates, directly and indirectly, substantially the same business as LyondellBasell AF owned and operated prior to emergence from the Bankruptcy Cases. LyondellBasell Industries N.V. is the successor to the combination in December 2007 of Lyondell Chemical Company and Basell AF S.C.A., which created one of the world's largest private petrochemical companies with significant worldwide scale and leading product positions.

Recent Developments

In May 2013, the Company announced the planned migration of its tax residence from The Netherlands, where it is incorporated, to the United Kingdom. The Company took steps necessary for the migration and, as a result thereof, was previously considered a dual tax resident, subject to both Dutch and U.K. taxes. On August 30, 2013, the Company received notification from the Dutch and U.K. tax authorities that they have completed the mutual agreement procedure and have provisionally determined that as of July 1, 2013, LyondellBasell Industries N.V. is to be treated as solely U.K. tax resident. The determination is based on the Company fulfilling certain representations that it made to the tax authorities, including representations relating to a supporting structure for LyondellBasell Industries N.V. parent holding company activities being in place in the United Kingdom by December 31, 2013. The Dutch and U.K. tax authorities have stated that LyondellBasell Industries N.V. will continue to be treated as solely U.K. tax resident for so long as the facts upon which the determination was based, including maintaining the supporting structure, remain accurate.

As previously announced, the Company will remain incorporated in The Netherlands and its operating subsidiaries will maintain their existing offices for European operations in Rotterdam. The rights of shareholders under Dutch corporate law will not be affected.

LyondellBasell Industries N.V. is now subject to the U.K. corporate tax system on its income and its dividend distributions to its shareholders will not be subject to U.K. withholding tax, as the U.K. currently does not levy a withholding tax on dividend distributions. See *Certain Tax Consequences* Material U.K. Tax Considerations. There will be no immediate impact on the Company's income tax exposure. Rather, LyondellBasell Industries N.V.'s U.K. tax residency will provide the Company with greater flexibility in structuring its subsidiary operations and more certainty as to the tax treatment of its global cash management and repatriation strategies.

Additionally, although the general U.K. corporate income tax rate is currently lower than The Netherlands corporate tax rate (23% vs. 25%) and is scheduled to become even more favorable in 2014 and 2015 (when the U.K. rate is scheduled to decrease to 21% and 20%, respectively), such difference is not expected to provide significant reductions in the Company's tax liabilities. The Company, through its subsidiaries, has substantial operations world-wide and in recent years has earned significant income in the United States. Taxes are paid on the earnings generated in several different jurisdictions, including the United States, The Netherlands, Germany and other countries. LyondellBasell Industries N.V. has little or no taxable income of its own because, as a holding company, it does not conduct any operations. Instead, the subsidiaries through which the Company operates have tax liabilities that are paid on their operating income in the jurisdictions in which they operate. The Company's provision for income taxes as reported in its Consolidated Statements of Income for the year ended December 31, 2012 of \$1.3 billion consists almost entirely of the income taxes owed by the Company's subsidiaries.

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THE OFFERING

Ordinary shares offered by the selling shareholders 16,000,000

Ordinary shares outstanding after the offering (as of August 30, 2013) 561,326,439

Use of proceeds We will not receive any proceeds from the sales of the ordinary shares.

Risk factors See Risk Factors beginning on page S-8 and other information included or incorporated by reference in this prospectus supplement for factors you should consider before deciding to invest in our ordinary shares.

Dividend policy We have paid dividends in the past and may do so in the future, however there can be no assurance that any dividends or distributions will be declared or paid in the future. The payment of dividends or distributions in the future will be subject to the requirements of Dutch law and the discretion of our shareholders (in the case of annual dividends), our Management Board and Supervisory Board. The declaration of any future cash dividends and, if declared, the amount of any such dividends, will depend upon general business conditions, our financial condition, our earnings and cash flow, our capital requirements, financial covenants and other contractual restrictions on the payment of dividends or distributions.

New York Stock Exchange symbol LYB

Unless we specifically state otherwise, the information in this prospectus supplement does not take into account:

approximately 8.0 million ordinary shares issuable upon exercise and vesting of outstanding equity compensation awards and warrants;
and

approximately 10.5 million additional ordinary shares that may be issued under our equity compensation plans.
The selling shareholders have agreed to a 30 day lock-up, subject to certain exceptions, following the date of this prospectus supplement. See Underwriting.

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RISK FACTORS

An investment in our ordinary shares involves risk. You should carefully consider the following risks as well as the other information included or incorporated by reference in this prospectus supplement, including our financial statements and related notes, before investing in our ordinary shares. In addition to the risk factors set forth below, please read the information included or incorporated by reference under the heading Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012. Any of these risks could materially and adversely affect our business, financial condition or results of operations. In such a case, the trading price of our ordinary shares could decline and you may lose all or part of your investment in us.

Risks Related to This Offering

The market price and trading volume of our ordinary shares may be volatile, which could result in rapid and substantial losses for our shareholders.

The market price of our ordinary shares may be highly volatile and could be subject to wide fluctuations. In addition, the trading volume of our ordinary shares may fluctuate and cause significant price variations to occur. Some of the factors that could negatively affect the price of our ordinary shares, or result in fluctuations in the price or trading volume of our ordinary shares, include:

variations in our quarterly operating results;

failure to meet the market's earnings expectations;

publication of research reports about us or our industry, or the failure of securities analysts to cover our ordinary shares after this offering;

departures of key personnel;

adverse market reaction to any indebtedness we may incur or securities we may issue in the future;

changes in market valuations of similar companies;

changes or proposed changes in laws or regulations, or differing interpretations thereof, affecting our business, or enforcement of these laws and regulations, or announcements relating to these matters;

litigation and governmental investigations; and

general market and economic conditions.

In the event of a drop in the market price of our ordinary shares, you could lose a substantial part or all of your investment in our ordinary shares. Consequently, you may not be able to sell our ordinary shares at prices equal to or greater than the price paid by you in the offering.

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We will not receive any proceeds from the sale of our ordinary shares offered by the selling shareholders.

MARKET PRICE OF ORDINARY SHARES

Our ordinary shares were listed on the NYSE on October 14, 2010 under the symbol LYB. The high and low sales prices for our ordinary shares since January 1, 2011 are shown in the table below.

	High	Low
<u>2011</u>		
First Quarter 2011	\$ 41.12	\$ 33.57
Second Quarter 2011	\$ 48.12	\$ 35.84
Third Quarter 2011	\$ 41.93	\$ 24.41
Fourth Quarter 2011	\$ 36.96	\$ 22.90
<u>2012</u>		
First Quarter 2012	\$ 46.39	\$ 33.11
Second Quarter 2012	\$ 46.13	\$ 35.97
Third Quarter 2012	\$ 53.77	\$ 38.44
Fourth Quarter 2012	\$ 57.16	\$ 44.87
<u>2013</u>		
First Quarter 2013	\$ 65.69	\$ 55.94
Second Quarter 2013	\$ 69.45	\$ 55.02
Third Quarter 2013 (through August 30, 2013)	\$ 71.33	\$ 64.74

The table below shows our dividend payment history:

Dividend Payment Date	Dividend Payment per Ordinary Share	
<u>2011</u>		
May 26, 2011	\$	0.10
September 7, 2011	\$	0.20
December 16, 2011	\$	0.25
December 16, 2011	\$	4.50
<u>2012</u>		
March 30, 2012	\$	0.25
June 11, 2012	\$	0.40
September 24, 2012	\$	0.40
December 11, 2012	\$	0.40
December 11, 2012	\$	2.75
<u>2013</u>		
March 18, 2013	\$	0.40
June 24, 2013	\$	0.50

The payment of dividends or distributions in the future will be subject to the requirements of Dutch law and the discretion of our shareholders (in the case of annual dividends), our Management Board and Supervisory Board. The declaration of any future cash dividends and, if declared, the amount of any such dividends, will depend upon general business conditions, our financial condition, our earnings and cash flow, our capital requirements, financial covenants and other contractual restrictions on the payment of dividends or distributions.

There can be no assurance that any dividends or distributions on our ordinary shares will be declared or paid in the future.

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The table below sets forth information with respect to the beneficial ownership of our ordinary shares held by the selling shareholders as of August 30, 2013.

In the table below, the percentage of shares beneficially owned is based on 561,326,439 of our ordinary shares outstanding as of August 30, 2013, determined in accordance with Rule 13d-3 of the Exchange Act. Under that rule, beneficial ownership includes any ordinary shares over which the shareholder has sole or shared voting power or investment power and also any ordinary shares which the shareholder has the right to acquire within sixty days of such date through the exercise of any options or other rights. Unless otherwise indicated below, each shareholder has sole voting and investment power with respect to the ordinary shares shown as beneficially owned.

We and the selling shareholders are party to a nomination agreement that allows them to select individuals for nomination to our Supervisory Board in certain circumstances. Additional information about relationships with the selling shareholders is disclosed under Supervisory Board of Directors and Director, Director Nominee and Management Share Ownership in our Proxy Statement for the 2013 Annual General Meeting of Shareholders and Description of Capital Stock in the accompanying prospectus.

Under the terms of the Registration Rights Agreement dated as of April 30, 2010 between us and certain of our shareholders, including the selling shareholders, we will pay all expenses of the registration of the ordinary shares, including SEC filings fees, except that the selling shareholders will pay all underwriting discounts and selling commissions, if any.

Name	Before Offering (1)		Shares Offered Hereby	After Offering (1)	
	Number of Shares Beneficially Owned	Percentage of Shares Owned		Shares Owned After Offering	Percentage of Shares Owned After Offering
Apollo Funds (2)	45,719,692	8.1%	16,000,000	29,719,692	5.3%

- (1) All percentages are based on an aggregate of 561,326,439 ordinary shares issued and outstanding on August 30, 2013.
- (2) Represents ordinary shares held of record by ACLF/Lyondell S.à.r.l. (ACLF/Lyondell), ACLF Co-Invest/Lyondell S.à.r.l. (ACLF Co-Invest), LeverageSource Holdings Series III (Lux) S.à.r.l. (LeverageSource Series III), LeverageSource XI (N), L.P. (LeverageSource N), AIE Eurolux S.à.r.l. (AIE Eurolux), LeverageSource XI S.à.r.l. (LS XI), LeverageSource Holdings, L.P. (LS Holdings), ACLF Co-Investment Fund, L.P. (Co-Investment Fund) and Stone Tower CDO II Ltd. (Stone Tower CDO, and together with ACLF/Lyondell, ACLF Co-Invest, LeverageSource Series III, LeverageSource N, AIE Eurolux, LS XI, LS Holdings and Co-Investment Fund, the Apollo Funds), and includes ordinary shares issuable upon vesting of restricted stock units held for the benefit of certain investment managers that manage certain of the Apollo Funds and that are directly or indirectly managed by Apollo Management Holdings, L.P. (Management Holdings, and together with such other investment managers, the Apollo Management Entities). The total number of ordinary shares being offered by the Apollo Funds includes: 7,336,786 ordinary shares held by LeverageSource Series III, 319,006 ordinary shares held by ACLF/Lyondell, 292,502 ordinary shares held by ACLF Co-Invest, 52,895 ordinary shares held by AIE Eurolux, 7,998,808 ordinary shares held by LeverageSource N and 3 ordinary shares held by Stone Tower CDO. Each of the Apollo Funds is an affiliate of Apollo Global Management, LLC. Management Holdings is the general partner or manager of various Apollo investment managers that manage five of the Apollo Funds. Apollo Principal Holdings II, L.P. (Principal II) and Apollo Principal Holdings III, L.P. (Principal III) each serve as the sole member or stockholder of various Apollo

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investment advisors that, indirectly through various affiliated investment advisors, provide investment advisor services and in some cases serve as the general partner of various Apollo investment funds, including several of the Apollo Funds. The general partner of Management Holdings is Apollo Management Holdings GP, LLC. The general partner of Principal II is Apollo Principal Holdings II GP, LLC and the general partner of Principal III is Apollo Principal Holdings III GP, Ltd. Leon Black, Joshua Harris and Marc Rowan are the managers, as well as principal executive officers, of Apollo Management Holdings GP, LLC, the managers of Apollo Principal Holdings II GP, LLC, and the directors of Apollo Principal Holdings III GP, Ltd, and as such may be deemed to have voting and dispositive control of the ordinary shares held by the Apollo Funds and any of the restricted stock units and ordinary shares issuable upon vesting of the restricted stock units beneficially owned by any of the Apollo Management Entities, or any such securities beneficially owned by any of Apollo Management Holdings GP, LLC, Apollo Principal Holdings II GP, LLC or Apollo Principal Holdings III GP, Ltd. Each of the Apollo Funds, Management Holdings and the other Apollo Management Entities, Principal II, Principal III, Apollo Management Holdings GP, LLC, Apollo Principal Holdings GP, LLC, Apollo Principal Holdings GP, Ltd, the other Apollo investment managers and investment advisors, and Messrs. Black, Harris and Rowan, disclaims beneficial ownership of the ordinary shares held by the other Apollo Funds, the restricted stock units and ordinary shares issuable upon vesting of the restricted stock units beneficially owned by the Apollo Management Entities, and any ordinary shares beneficially owned by any of Apollo Management Holdings GP, LLC, Apollo Principal Holdings II GP, LLC or Apollo Principal Holdings III GP, Ltd., or any of the other Apollo investment managers and investment advisors. The address for each of ACLF/Lyondell, ACLF Co-Invest, LeverageSource Series III, AIE Eurolux and LS XI is 44, Avenue John F. Kennedy, L-1885, Luxembourg. The address for each of LeverageSource N, Principal Holdings III and Apollo Principal Holdings III GP, Ltd. is c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Street, George Town, Grand Cayman, KY1-9005, Cayman Islands. The address for Stone Tower CDO is c/o Deutsche Bank (Cayman) Limited, Boundary Hall, Cricket Square, P.O. Box 1984, George Town, Grand Cayman KY1-1104, Cayman Islands. The address for each of LS Holdings, Co-Investment Fund, Principal II and Apollo Principal Holdings II GP, LLC is One Manhattanville Road, Suite 201, Purchase, New York 10577. The address for each of Management Holdings and Apollo Management Holdings GP, LLC, and Messrs. Black, Harris and Rowan, is 9 W. 57th Street, 43rd Floor, New York, New York 10019.

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CERTAIN TAX CONSEQUENCES

Material U.S. Federal Income Tax Considerations

Scope of Discussion

The following discussion summarizes the material U.S. federal income tax consequences relating to the ownership and disposition of our ordinary shares. This discussion is based upon the Internal Revenue Code of 1986, as amended (the U.S. Tax Code), Treasury Regulations promulgated under the U.S. Tax Code, court decisions, published positions of the Internal Revenue Service (IRS) and other applicable authorities, all as in effect on the date of this prospectus supplement and all of which are subject to change or differing interpretations, possibly with retroactive effect. This discussion is limited to U.S. Holders (as defined below) that hold our ordinary shares as capital assets within the meaning of U.S. Tax Code Section 1221 (generally, for investment purposes).

This discussion does not address all of the U.S. federal income tax consequences that may be relevant to U.S. Holders in light of their particular circumstances or to U.S. Holders who may be subject to special treatment under U.S. federal income tax laws, such as:

financial institutions;

tax-exempt organizations;

S corporations, entities or arrangements treated as partnerships or any other pass-through entities for U.S. federal income tax purposes;

insurance companies;

dealers in securities;

traders in securities that elect the mark-to-market method of accounting for their securities;

persons that are subject to the alternative minimum tax provisions of the U.S. Tax Code;

persons that own, actually or under applicable constructive ownership rules, 10% or more of the total combined voting power of all classes of our stock entitled to vote;

persons that have a functional currency other than the U.S. dollar;

personal holding companies;

regulated investment companies;

real estate investment trusts; or

persons that hold our ordinary shares as part of a conversion or constructive sale transaction, straddle, wash sale or other risk reduction transaction.

If a partnership (including an entity or other arrangement treated as a partnership for U.S. federal income tax purposes) is a beneficial owner of our ordinary shares, the tax treatment of a partner will generally depend on the status of the partner, the activities of the partnership and certain determinations made at the partner level. Partners of partnerships that are beneficial owners of our ordinary shares are urged to consult their tax advisors regarding the U.S. federal income tax consequences to them of owning and disposing of our ordinary shares.

This discussion does not address any aspect of non-income taxation or state, local or foreign taxation. No ruling has been or will be obtained from the IRS regarding the U.S. federal income tax consequences relating to the ownership or disposition of our ordinary shares. As a result, no assurance can be given that the IRS will not assert, or that a court will not sustain, a position contrary to the conclusions set forth below.

THIS SUMMARY IS NOT A SUBSTITUTE FOR AN INDIVIDUAL ANALYSIS OF THE TAX CONSEQUENCES RELATING TO THE OWNERSHIP AND DISPOSITION OF OUR ORDINARY SHARES.

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