

Chemours Co
Form 4
July 06, 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 *
Shelton David C

(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)
07/01/2015

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)
GC, Corp. Secretary & SVP

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 (A) or (D) Price		
Common Stock, par value \$.01	07/01/2015		A		7,623 (1)	D	
Common Stock, par value \$.01					489 (2)	I	By Spouse

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

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SEC 1474 (9-02)

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, 2015 between the Issuer and E. I. du Pont de Nemours and Company ("DuPont") to replace restricted stock units and related dividend equivalent units of DuPont held by the Reporting Person immediately before the legal and structural separation of Issuer from DuPont (the "Spin-off").
- (1) Includes shares of Issuer common stock received in connection with the Spin-off in an exempt transaction pursuant to Rule 16a-9 based on preliminary information regarding the Spin-off. Final amounts, if different, will be reported in a subsequent filing.
- (2) Award replaces stock options of DuPont held by the Reporting Person immediately before the Spin-off pursuant to the Agreement.
- (3) Information reported in this row is estimated as of July 6, 2015 based on preliminary information regarding the Spinoff. Final information, if different, will be reported in a subsequent filing.
- (4) Includes 12,264 options to purchase shares of Issuer common stock that are immediately exercisable. The remaining options vest on February 6, 2016.
- (5) Includes 6,636 options to purchase shares of Issuer common stock that are immediately exercisable. The remaining options vest in two equal annual installments beginning February 5, 2016.
- (6) Options to purchase shares of Issuer common stock vest in three approximately equal annual installments beginning February 4, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.