

OMNOVA SOLUTIONS INC
 Form 4
 January 22, 2016

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 *
 MITAROTONDA JAMES A

2. Issuer Name and Ticker or Trading Symbol
 OMNOVA SOLUTIONS INC
 [OMN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/20/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O BARINGTON CAPITAL GROUP L.P, 888 SEVENTH AVENUE 17TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

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. Code	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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Shares	01/20/2016		P	1,810	A \$ 4.65	867,700 ⁽¹⁾ ₍₂₎	I By Barington Companies Equity Partners, L.P.
Common Shares	01/21/2016		P	38,441	A \$ 4.928	906,141 ⁽¹⁾ ₍₂₎	I By Barington Companies Equity

Common Shares	01/21/2016	P	2,787	A	\$ 4.928	65,684	(2) (3)	I	Partners, L.P. By Barington Companies Investors, LLC
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITAROTONDA JAMES A C/O BARINGTON CAPITAL GROUP L.P 888 SEVENTH AVENUE 17TH FLOOR NEW YORK, NY 10019	X			

Signatures

James A.
Mitarotonda 01/22/2016

**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).

The Reporting Person is the sole stockholder and director of LNA Capital Corp. LNA Capital Corp. is the general partner of Barington

(1) Capital Group, L.P., which is the majority member of Barington Companies Investors, LLC ("Barington Investors"). Barington Investors is the general partner of Barington Companies Equity Partners, L.P.

The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this

(2) report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

Pursuant to the terms of an Investment Advisory Agreement between Barington Investors and MSF Partners, LLLP ("MSF"), Barington

(3) Investors is an investment advisor to MSF and manages an investment account on its behalf holding the number of Common Shares cited above.

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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