OMNOVA SOLUTIONS INC

Form 4

September 30, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB

OMB APPROVAL

Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

1(b).

(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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

[OMN]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 09/28/2016

_X__ Director Officer (give title

10% Owner _ Other (specify

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)

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

Person

NEW YORK, NY 10019

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative S	ecurities Acqu	ired, Disposed o	f, or Benefici	ally 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)	ODD Disposed (Instr. 3, 4 a)	` ′	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)
Common Shares	09/28/2016		P	· ·	`	931,791 <u>(1)</u> <u>(2)</u>	I	By Barington Companies Equity Partners, L.P.
Common Shares	09/29/2016		P	12,663 A	A \$ 8.1904	944,454 (1)	I	By Barington Companies

Equity

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Common Shares $\begin{array}{c} & & \text{Partners,} \\ & \text{L.P.} \\ & & \text{By} \\ & \text{Barington} \\ & \text{Companies} \\ & \text{Investors,} \\ & \text{LLC} \end{array}$

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Relationships

Reporting Owners

Reporting Owner Name / Address

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 09/30/2016

**Signature of Date

**Signature of Reporting Person

Reporting Owners 2

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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 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 Account 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. 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.