

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Bitto George G</u>  (Last) (First) (Middle) VERSUM MATERIALS, INC. 8555 SOUTH RIVER PARKWAY  (Street) TEMPE AZ 85284  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Versum Materials, Inc. [ VSM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 08/27/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	08/27/2019		A <sup>(1)</sup>		75.111	A	\$0	101,352.563	D		

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Market Share Units	(2)	08/27/2019		A <sup>(2)</sup>		16.337		(2)	(2)	Common Stock	16.337	\$0	10,606.604 <sup>(3)</sup>	D	
Market Share Units	(4)	08/27/2019		A <sup>(4)</sup>		13.104		(4)	(4)	Common Stock	13.104	\$0	8,508.031 <sup>(3)</sup>	D	

**Explanation of Responses:**

- Represents dividend equivalent rights that accrued with respect to restricted stock unit awards previously reported under Table I, which were granted pursuant to the Versum Materials, Inc. Long-Term Incentive Plan and the terms of the applicable award agreement, and will vest with the restricted stock units to which they relate.
- Represents dividend equivalent rights that accrued with respect to market share unit awards previously reported on Table II, which were granted pursuant to the Versum Materials, Inc. Long-Term Incentive Plan and the terms of the applicable award agreement, and will vest with the market share units to which they relate. Each market share unit represents the right to receive, at settlement, the number of shares of common stock of Versum Materials, Inc. ("Common Stock") determined by applying a multiplier to the target number of shares which may vest based upon the performance of the Common Stock during the period of October 1, 2016 through September 30, 2019. The number of shares of Common Stock that would be received upon vesting of the market share units, if any, may vary from 0 to 150 percent of the target number shown.
- The number of market share units reported represents the target number awarded on the grant date along with all accrued dividend equivalent rights.
- Represents dividend equivalent rights that accrued with respect to market share unit awards previously reported on Table II, which were granted pursuant to the Versum Materials, Inc. Long-Term Incentive Plan and the terms of the applicable award agreement, and will vest with the market share units to which they relate. Each market share unit represents the right to receive, at settlement, the number of shares of Common Stock determined by applying a multiplier to the target number of shares which may vest based upon the performance of the Common Stock during the period of October 1, 2017 through September 30, 2020. The number of shares of Common Stock that would be received upon vesting of the market share units, if any, may vary from 0 to 150 percent of the target number shown.

**Remarks:**

/s/ Scott J. Depta, as attorney-in-fact 08/27/2019

\*\* Signature of Reporting Person Date

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

\* 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).

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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