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

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**FORM 8-A/A  
Amendment No. 2**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

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**Versum Materials, Inc.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of Incorporation or Organization)

**47-5632014**  
(IRS Employer Identification No.)

**8555 South River Parkway,  
Tempe, Arizona**  
(Address of principal executive offices)

**85284**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered  
**Preferred Stock Purchase Rights**

Name of each exchange on which  
each class is to be registered  
**New York Stock Exchange**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates:

Securities to be registered pursuant to Section 12(g) of the Act:

**NONE**  
(Title of class)

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## EXPLANATORY NOTE

This Amendment No. 2 to the Registration Statement on Form 8-A amends and supplements the Registration Statement on Form 8-A filed by Versum Materials, Inc. (the “Company”) on February 28, 2019, as amended by Amendment No. 1 to the Registration Statement on Form 8-A filed by the Company on March 7, 2019.

### Item 1. Description of Registrant’s Securities to be Registered

On March 14, 2019, the Company and Broadridge Corporate Issuer Solutions, Inc., as Rights Agent, entered into Amendment No. 1 (“Amendment No. 1”) to the Rights Agreement, dated as of February 28, 2019 (the “Rights Agreement”). Amendment No. 1 amends the Rights Agreement to remove references to the defined concept of “Acting in Concert” from the Rights Agreement.

The rights issued pursuant to the Rights Agreement are in all respects subject to and governed by the provisions of the Rights Agreement, as amended. The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the Rights Agreement, which was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on February 28, 2019, and Amendment No. 1, a copy of which is attached hereto as Exhibit 4.2 and is incorporated herein by reference.

### Item 2. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	<a href="#"><u>Certificate of Designations of Series A Junior Participating Preferred Stock of Versum Materials, Inc. (incorporated by reference to Exhibit 3.1 to the Company’s Form 8-K filed on February 28, 2019).</u></a>
4.1	<a href="#"><u>Rights Agreement, dated as of February 28, 2019, between Versum Materials, Inc. and Broadridge Corporate Issuer Solutions, Inc., as Rights Agent, which includes the Form of Certificate of Designations, the Form of Right Certificate, and the Summary of Rights to Purchase Preferred Shares attached thereto as Exhibits A, B and C, respectively (incorporated by reference to Exhibit 4.1 to the Company’s Form 8-K filed on February 28, 2019).</u></a>
4.2	<a href="#"><u>Amendment No. 1 to Rights Agreement, dated as of March 14, 2019, by and between Versum Materials, Inc. and Broadridge Corporate Issuer Solutions, Inc., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company’s Form 8-K filed on March 14, 2019).</u></a>

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: March 14, 2019

**Versum Materials, Inc.**

By: /s/ Michael W. Valente

Name: Michael W. Valente

Title: Senior Vice President, General Counsel and Secretary