FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, D | .C. 20549 |
|---------------|-----------|
|---------------|-----------|

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL             |  |  |  |  |  |  |  |  |  |
|--------------------------|--|--|--|--|--|--|--|--|--|
| OMB Number: 3235-0287    |  |  |  |  |  |  |  |  |  |
| Estimated average burden |  |  |  |  |  |  |  |  |  |
| hours per response: 0.5  |  |  |  |  |  |  |  |  |  |

| Instruction 1(b)  |              |               |                | ant to Section 16(a) ection 30(h) of the In |                         | es Exchange Act of 1934<br>npany Act of 1940 |  | nours   | s per response: | 0.5           |
|---|--------------|---------------|----------------|---|-------------------------|--|--|---|-----------------|---------------|
| 1. Name and Address of Reporting Person*  Osborne William H |              |               |                | suer Name <b>and</b> Tick<br>AKER CHEN      | J                       | •  |  | ionship of Reporting Person(s) to Issuer<br>all applicable)<br>Director 10% Owner |                 |               |
| (Last) 100 NORTH R  | (First)      | (Middle)      |                | ate of Earliest Transa<br>1/2020            | action (Month/          | Day/Year)                                    |  | Officer (give title below)  | Other<br>below  | (specify<br>) |
| (Street) CHICAGO IL 60606 (City) (State) (Zip)              |              |               |                | Amendment, Date of                          | f Original Filec        | I (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 |   |                 |               |
|   |              | Table I - Nor | n-Derivative S | Securities Acq                              | uired, Dis <sub>l</sub> | oosed of, or Benet                           | icially  | Owned   |                 |               |
| 1. Title of Securit   | y (Instr. 3) |               | 2. Transaction | 2A. Deemed 3. 4. Securities Acquired (,     |                         |  |  | 5. Amount of<br>Securities  | 6. Ownership    | 7. Nature     |

| 1. Title of Security (Instr. 3)   | 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) |  | Transaction Disposed Code (Instr. 5) |   |                    | Acquired<br>(D) (Inst |        | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |
|---|--|--|--------------------------------------|---|--------------------|-----------------------|--------|---|---|---|--|
|   |  |  | Code                                 | v | Amount             | (A) or<br>(D)         | Price  | Transaction(s)<br>(Instr. 3 and 4)                            |   | (Instr. 4)  |  |
| Common Stock  | 06/01/2020   |  | A                                    |   | 496(1)             | A                     | \$0.00 | 3,990   | D   |   |  |
| Common Stock  | 06/01/2020   |  | A                                    |   | 379 <sup>(2)</sup> | A                     | \$0.00 | 4,369   | D   |   |  |
| Common Stock  | 06/01/2020   |  | A                                    |   | 52 <sup>(3)</sup>  | A                     | \$0.00 | 4,421   | D   |   |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |  |                                      |   |                    |                       |        |   |   |   |  |

## (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | Acqu<br>(A) of<br>Dispo | rative<br>rities<br>ired<br>r<br>osed<br>) | Expiration Date (Month/Day/Year) ties ed |                    | 7. Titl<br>Amou<br>Secur<br>Under<br>Derive<br>Secur<br>3 and | int of<br>rities<br>rlying<br>ative<br>rity (Instr. | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|-------------------------|--|--|--------------------|---|---|---|--|--|--|
|   |   |  |   | Code                         | v |                         |  | Date<br>Exercisable                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares              |   |  |  |  |

## **Explanation of Responses:**

- 1. Time-based restricted stock award granted to Quaker Houghton's independent directors as part of their 2020 compensation.
- 2. Grant of stock by the Company to provide full payment of the annual retainer (having a value of \$65,000) for the 2020/2021 Board year. Award is fully vested as of the grant of date.
- 3. Grant of stock by the Company to provide full payment of annual committee and chairperson retainers (having a value of \$9,000) for the 2020/2021 Board year. Award is fully vested as of the date of

## Remarks:

Victoria K. Gehris, Attorney-

06/03/2020 in-Fact for William H.

**Osborne** 

\*\* 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.

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 Number.