

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * CCMP Capital, LP		2. Issuer Name and Ticker or Trading Symbol PQ Group Holdings Inc. [PQG]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O CCMP CAPITAL ADVISORS, LP, 277 PARK AVENUE, 27TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 05/05/2021			
(Street) NEW YORK, NY 10172		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	05/05/2021		S		580,472	D	\$ 13.44	24,920,612	I	By CCMP Capital Investors III, L.P. (1) (3)
Common Stock	05/05/2021		S		58,838	D	\$ 13.44	2,525,955	I	By CCMP Capital Investors III (Employee), L.P. (1) (3)
Common Stock	05/05/2021		S		176,974	D	\$ 13.44	7,597,767	I	CCMP Capital Investors III (AV-7), L.P. (1) (3)
Common Stock	05/05/2021		S		10,012	D	\$ 13.44	429,849	I	CCMP Capital Investors III (AV-8), L.P. (1) (3)
Common Stock	05/05/2021		S		200,162	D	\$ 13.44	8,593,302	I	CCMP Capital Investors III (AV-9), L.P. (1) (3)
Common Stock	05/05/2021		S		13,115	D	\$ 13.44	563,051	I	CCMP Capital Investors III (AV-10), L.P. (1) (3)
Common Stock	05/05/2021		S		185,029	D	\$ 13.44	7,943,619	I	Quartz Co-Invest L.P. (2) (3)

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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### 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 Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CCMP Capital, LP C/O CCMP CAPITAL ADVISORS, LP 277 PARK AVENUE, 27TH FLOOR NEW YORK, NY 10172		X		
CCMP Capital GP, LLC C/O CCMP CAPITAL ADVISORS, LP 277 PARK AVENUE, 27TH FLOOR NEW YORK, NY 10172		X		
CCMP Capital Associates III, L.P. C/O CCMP CAPITAL ADVISORS, LP 277 PARK AVENUE, 27TH FLOOR NEW YORK, NY 10172		X		
CCMP Capital Investors III (Employee), L.P. C/O CCMP CAPITAL ADVISORS, LP 277 PARK AVENUE, 27TH FLOOR NEW YORK, NY 10172		X		
CCMP Capital Investors III, L.P. C/O CCMP CAPITAL ADVISORS, LP 277 PARK AVENUE, 27TH FLOOR NEW YORK, NY 10172		X		
CCMP Capital Associates III GP, LLC C/O CCMP CAPITAL ADVISORS, LP 277 PARK AVENUE, 27TH FLOOR NEW YORK, NY 10172		X		
CCMP Capital Investors III (AV-7), L.P. C/O CCMP CAPITAL ADVISORS, LP 277 PARK AVENUE, 27TH FLOOR NEW YORK, NY 10172		X		
CCMP Capital Investors III (AV-8), L.P. C/O CCMP CAPITAL ADVISORS, LP 277 PARK AVENUE, 27TH FLOOR NEW YORK, NY 10172		X		
CCMP Capital Investors III (AV-9), L.P. C/O CCMP CAPITAL ADVISORS, LP 277 PARK AVENUE, 27TH FLOOR NEW YORK, NY 10172		X		
CCMP Capital Investors III (AV-10), L.P. C/O CCMP CAPITAL ADVISORS, LP 277 PARK AVENUE, 27TH FLOOR NEW YORK, NY 10172		X		

# Signatures

CCMP CAPITAL, LP, By: CCMP Capital GP, LLC, its general partner, By: /s/ Richard G. Jansen, Title: Managing Director and General Counsel		05/05/2021
**Signature of Reporting Person		Date
CCMP CAPITAL GP, LLC, By: /s/ Richard G. Jansen, Title: Managing Director and General Counsel		05/05/2021
**Signature of Reporting Person		Date
CCMP CAPITAL INVESTORS III, L.P., By: CCMP Capital Associates III, L.P., its general partner, By: CCMP Capital Associates III GP, LLC, its general partner, By: /s/ Richard G. Jansen, Title: Managing Director and General Counsel		05/05/2021
**Signature of Reporting Person		Date
CCMP CAPITAL INVESTORS III (EMPLOYEE), L.P., By: CCMP Capital Associates III, L.P., its general partner, By: CCMP Capital Associates III GP, LLC, its general partner, By: /s/ Richard G. Jansen, Title: Managing Director and General Counsel		05/05/2021
**Signature of Reporting Person		Date
CCMP CAPITAL ASSOCIATES III, L.P., By: CCMP Capital Associates III GP, LLC, its general partner, By: /s/ Richard G. Jansen, Title: Managing Director and General Counsel		05/05/2021
**Signature of Reporting Person		Date
CCMP CAPITAL ASSOCIATES III GP, LLC, By: /s/ Richard G. Jansen, Title: Managing Director and General Counsel		05/05/2021
**Signature of Reporting Person		Date
CCMP CAPITAL INVESTORS III (AV-7), L.P., By: CCMP Capital Associates III, L.P., its general partner, By: CCMP Capital Associates III GP, LLC, its general partner, By: /s/ Richard G. Jansen, Title: Managing Director and General Counsel		05/05/2021
**Signature of Reporting Person		Date
CCMP CAPITAL INVESTORS III (AV-8), L.P., By: CCMP Capital Associates III, L.P., its general partner, By: CCMP Capital Associates III GP, LLC, its general partner, By: /s/ Richard G. Jansen, Title: Managing Director and General Counsel		05/05/2021
**Signature of Reporting Person		Date
CCMP CAPITAL INVESTORS III (AV-9), L.P., By: CCMP Capital Associates III, L.P., its general partner, By: CCMP Capital Associates III GP, LLC, its general partner, By: /s/ Richard G. Jansen, Title: Managing Director and General Counsel		05/05/2021
**Signature of Reporting Person		Date
CCMP CAPITAL INVESTORS III (AV-10), L.P., By: CCMP Capital Associates III, L.P., its general partner, By: CCMP Capital Associates III GP, LLC, its general partner, By: /s/ Richard G. Jansen, Title: Managing Director and General Counsel		05/05/2021
**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).

- (1) CCMP Capital Associates III, L.P. ("CCMP Capital Associates") is the general partner of each of CCMP Capital Investors III, L.P. ("CCMP Capital Investors"), CCMP Capital Investors III (Employee), L.P. ("CCMP Employee"), CCMP Capital Investors III (AV-7), L.P. ("CCMP AV-7"), CCMP Capital Investors III (AV-8), L.P. ("CCMP AV-8"), CCMP Capital Investors III (AV-9), L.P. ("CCMP AV-9") and CCMP Capital Investors III (AV-10), L.P. ("CCMP AV-10" and, together with CCMP Capital Investors, CCMP Employee, CCMP AV-7, CCMP AV-8 and CCMP AV-9, the "CCMP Capital Funds"). The general partner of CCMP Capital Associates is CCMP Capital Associates III GP, LLC ("CCMP Capital Associates GP").
- (2) CCMP Co-Invest III A GP, LLC ("CCMP Co-Invest GP") is the general partner of Quartz Co-Invest, L.P. ("Quartz" and, together with the CCMP Capital Funds, the "CCMP Investors").
- CCMP Capital Associates GP and CCMP Co-Invest GP are each wholly owned by CCMP Capital, LP. The general partner of CCMP Capital, LP is CCMP Capital GP, LLC. CCMP Capital GP, LLC ultimately exercises voting and dispositive power over the shares of common stock of PQ Group Holdings Inc. held by the CCMP Investors. As a result, each of CCMP Capital Associates, CCMP Capital Associates GP, CCMP Co-Invest GP, CCMP Capital, LP and CCMP Capital GP, LLC may be deemed to share beneficial ownership with respect to certain of the shares of common stock of PQ Group Holdings Inc. held by the CCMP Investors. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3)

**Remarks:**

Form 1 of 2.

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.