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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported)**  
November 29, 2017

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**PQ GROUP HOLDINGS INC.**

(Exact name of registrant as specified in charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-38221**  
(Commission File Number)

**81-3406833**  
(I.R.S. Employer  
Identification No.)

**300 Lindenwood Drive  
Valleybrooke Corporate Center  
Malvern, Pennsylvania 19355**  
(Address of Principal Executive Offices, including Zip Code)

**(610) 651-4400**  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01 Other Events.**

On November 29, 2017, PQ Group Holdings Inc. (“PQ Group Holdings”) issued a press release announcing the issuance and sale of \$300 million in aggregate principal amount of 5.750% Senior Unsecured Notes due 2025 (the “Notes”) by PQ Corporation (the “Issuer”), an indirect, wholly owned subsidiary of PQ Group Holdings. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

On November 29, 2017, PQ Group Holdings issued a press release announcing the pricing of the offering. A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and incorporated herein by reference.

Also on November 29, 2017, the Issuer, and each of the Issuer’s subsidiaries party thereto, entered into a purchase agreement with Citigroup Global Markets Inc., as representative of the initial purchasers named therein, relating to the issuance and sale of the Notes. The offering is expected to close on or about December 11, 2017, subject to customary closing conditions.

**Item 9.01 Financial Statements and Exhibits.***(d) Exhibits.*

- 99.1 Press release issued by PQ Group Holdings Inc. announcing offering.
- 99.2 Press release issued by PQ Group Holdings Inc. announcing pricing of offering.

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#"><u>Press release issued by PQ Group Holdings Inc. announcing offering.</u></a>
99.2	<a href="#"><u>Press release issued by PQ Group Holdings Inc. announcing pricing of offering.</u></a>

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PQ Group Holdings Inc.**

By: /s/ Joseph S. Koscinski

Name: Joseph S. Koscinski

Title: Secretary, Vice President & General Counsel

Date: December 4, 2017

**PQ Group Holdings Inc. Announces Offering of Senior Unsecured Notes**

**Malvern, PA, November 29, 2017** – PQ Group Holdings Inc. (NYSE: PQG) today announced that its indirect, wholly owned subsidiary, PQ Corporation (the “Issuer”), intends to offer \$300 million in aggregate principal amount of Senior Unsecured Notes due 2025 (the “Notes”). The net proceeds from the offering, together with cash on hand, will be used to redeem the Issuer’s existing 8.5% Senior Notes due 2022 and the Issuer’s existing Floating Rate Senior Unsecured Notes due 2022. The consummation of the offering is subject to market and other conditions.

Certain statements in this press release are forward-looking statements. Such statements involve a number of risks, uncertainties and other factors, including the ability to consummate the offering on the terms described or at all and potential changes in market conditions, which could cause actual results to differ materially.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the Notes. The Notes have not been, and will not be, registered under the Securities Act of 1933 (the “Act”) or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Act and other applicable securities laws. The Notes will be offered only to persons reasonably believed to be qualified institutional buyers in the United States in reliance on Rule 144A under the Act and outside the United States pursuant to Regulation S under the Act.

**About PQ Group Holdings, Inc.**

PQ Group Holdings Inc. is an integrated global provider of catalysts, specialty materials and chemicals, and services. Our environmental catalysts and services business is a leading global innovator and producer of catalysts for the refinery, emissions control, and petrochemical industries and is also a leading provider of catalyst recycling services to the North American refining industry. Our performance materials and chemicals business is a silicates and specialty materials producer with leading supply positions for the majority of our products sold in North America, Europe, South America, Australia and Asia serving diverse and growing end uses such as personal and industrial cleaning products, fuel efficient tires, surface coatings, and food and beverage products.

**Investors:**

ICR  
Michael Callahan, 203-682-8311  
Michael.Callahan@icrinc.com

Source: PQ Group Holdings Inc.

**PQ Group Holdings Inc. Announces Pricing of Senior Unsecured Notes**

**Malvern, PA, November 29, 2017** – PQ Group Holdings Inc. (NYSE: PQG) today announced that its indirect, wholly owned subsidiary, PQ Corporation (the “Issuer”), priced its offering of \$300 million in aggregate principal amount of Senior Unsecured Notes due 2025 (the “Notes”). The net proceeds from the offering, together with cash on hand, will be used to redeem the Issuer’s existing 8.5% Senior Notes due 2022 and the Issuer’s existing Floating Rate Senior Unsecured Notes due 2022.

The Notes will bear interest at a rate of 5.750% and will pay interest semi-annually in arrears on February 15 and August 15 of each year, beginning on August 15, 2018. The Notes will mature on December 15, 2025. The offering is expected to close on or about December 11, 2017, subject to customary closing conditions.

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