

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

1. Name and Address of Reporting Person * <u>Shelton David C</u> (Last) (First) (Middle) 1007 MARKET STREET (Street) WILMINGTON DE 19899 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Chemours Co [CC]</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) <u>GC, Corp. Secretary & SVP</u>
	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2015	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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, par value \$.01	07/01/2015		A		7,623 ⁽¹⁾	A	\$0.00	8,183 ⁽²⁾	D	
Common Stock, par value \$.01								489 ⁽²⁾	I	By Spouse

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
Stock Option (Right to Buy)	\$12.9551	07/01/2015		A ⁽³⁾		13,337		07/01/2015	02/05/2019	Common Stock	13,337	\$0.00	13,337	D	
Stock Option (Right to Buy)	\$11.8693	07/01/2015		A ⁽³⁾		18,397		(4)	02/05/2020	Common Stock	18,397	\$0.00	18,397	D	
Stock Option (Right to Buy)	\$15.4871	07/01/2015		A ⁽³⁾		19,908		(5)	02/04/2021	Common Stock	19,908	\$0.00	19,908	D	
Stock Option (Right to Buy)	\$18.4494	07/01/2015		A ⁽³⁾		19,640		(6)	02/03/2022	Common Stock	19,640	\$0.00	19,640	D	

Explanation of Responses:

- Represents restricted stock units granted in accordance with the Employee Matters Agreement (the "Agreement") dated as of June 26, 2015 between the Issuer and E. I. du Pont de Nemours and Company ("DuPont") to replace restricted stock units and related dividend equivalent units of DuPont held by the Reporting Person immediately before the legal and structural separation of Issuer from DuPont (the "Spin-off").
- Includes shares of Issuer common stock received in connection with the Spin-off in an exempt transaction pursuant to Rule 16a-9 based on preliminary information regarding the Spin-off. Final amounts, if different, will be reported in a subsequent filing.
- Award replaces stock options of DuPont held by the Reporting Person immediately before the Spin-off pursuant to the Agreement. Information reported in this row is estimated as of July 6, 2015 based on preliminary information regarding the Spinoff. Final information, if different, will be reported in a subsequent filing.
- Includes 12,264 options to purchase shares of Issuer common stock that are immediately exercisable. The remaining options vest on February 6, 2016.
- Includes 6,636 options to purchase shares of Issuer common stock that are immediately exercisable. The remaining options vest in two equal annual installments beginning February 5, 2016.
- Options to purchase shares of Issuer common stock vest in three approximately equal annual installments beginning February 4, 2016.

Remarks:

/s/ Brian Morrissey, as attorney-in-fact for David C. Shelton 07/06/2015

** 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.

