

PYXUS INTERNATIONAL, INC.

Reported by
SIKKEL JOHANNES PIETER

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/19/19 for the Period Ending 06/13/19

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|-------------|--|
| Address | 6001 HOSPITALITY COURT SUITE 100 MORRISVILLE, NC, 27560-2009 |
| Telephone | 9193794300 |
| CIK | 0000939930 |
| Symbol | PYYX |
| SIC Code | 5150 - Wholesale-Farm Product Raw Materials |
| Industry | Tobacco |
| Sector | Consumer Non-Cyclicals |
| Fiscal Year | 03/31 |

FORM 4

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

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

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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

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person * Sikkel Johannes Pieter (Last) (First) (Middle) C/O PYXUS INTERNATIONAL, INC., 8001 AERIAL CENTER PARKWAY (Street) MORRISVILLE, NC 27560 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol PYXUS INTERNATIONAL, INC. [PYX 3. Date of Earliest Transaction (MM/DD/YYYY) 6/13/2019 | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, CEO and Chairman |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 6/13/2019 | | M | | 4166 | A | (1) | 36577 | D | |
| Common stock | 6/13/2019 | | F | | 1338 (2) | D | \$18.37 | 35239 | D | |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|---|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 6/13/2019 | | M | | 4166 | 6/13/2019 | 6/13/2019 | Common Stock | 4166 | \$0 (1) | 4166 | D | |

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of Pyxus International, Inc. common stock.
(2) Shares surrendered to issuer to cover the tax liability of the award

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sikkel Johannes Pieter C/O PYXUS INTERNATIONAL, INC. 8001 AERIAL CENTER PARKWAY MORRISVILLE, NC 27560 | X | | President, CEO and Chairman | |

Signatures

Laura D. Jones, Attorney -in-Fact

6/19/2019

**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.

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