

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

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

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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 | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

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 Derivative 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 | (A) | (D) | 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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