

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
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1. Name and Address of Reporting Person* <u>Leo Investors Limited Partnership</u> (Last) (First) (Middle) 21 GROSVENOR PLACE (Street) LONDON X0 SW1X 7HF (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Leo Holdings Corp. [LHC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/30/2018	
		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. 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			

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					
Class B ordinary shares	(3)	03/30/2018		J ⁽³⁾			750,000	(2)	(2)	Class A ordinary shares	750,000	(2)	4,910,000	D ⁽¹⁾

1. Name and Address of Reporting Person* <u>Leo Investors Limited Partnership</u> (Last) (First) (Middle) 21 GROSVENOR PLACE (Street) LONDON X0 SW1X 7HF (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Leo Investors General Partner Ltd</u> (Last) (First) (Middle) 21 GROSVENOR PLACE (Street) LONDON X0 SW1X 7HF (City) (State) (Zip)

Explanation of Responses:

- This Form 4 is being jointly filed by and on behalf of Leo Investors Limited Partnership ("LP") and Leo Investors General Partner Limited ("GP"). LP is controlled by GP, its general partner. GP is governed by a three member board of directors. Each director has one vote, and the approval of a majority of the directors is required to approve an action of GP. Under the so-called "rule of three," if voting and dispositive decisions regarding an entity's securities are made by two or more individuals, and a voting and dispositive decision requires the approval of a majority of those individuals, then none of the individuals is deemed a beneficial owner of the entity's securities. Based upon the foregoing analysis, no individual director of GP exercises voting or dispositive control over any of the securities held by LP. Accordingly, none of them will be deemed to have or share beneficial ownership of such shares.
- As described in the issuer's registration statement on Form S-1 (File No. 333-222599) under the heading "Description of Securities-Founder Shares", the Class B ordinary shares will automatically convert into Class A ordinary shares at the time of the issuer's initial business combination, or earlier at the option of the holder, on a one-for-one basis, subject to adjustment for share splits, share capitalizations, reorganizations, recapitalizations and the like, and certain anti-dilution rights and have no expiration date.
- This Form 4 reflects the cancellation by the issuer of 750,000 Class B ordinary shares, which were automatically surrendered to the issuer for no consideration by the reporting person pursuant to contractual arrangements with the issuer, triggered by the election by the underwriters of the issuer's initial public offering not to exercise their option to purchase additional units.

Remarks:

Investors Limited Partnership

/s/ Simon Brown for Leo

Investors General Partner

Limited

03/30/2018

** 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.

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 Number.