

Ingredient Inc
Form 3
March 13, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Gray James D | | (Month/Day/Year) | Ingredient Inc [INGR] | |
| (Last) | (First) | (Middle) | 03/01/2017 | |
| 5 WESTBROOK CORPORATE CENTER | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| WESTCHESTER,Â ILÂ 60154 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Executive VP and CFO | 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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 8,146.7955 ⁽¹⁾ ⁽²⁾ | D | Â |
| Common Stock | 300.1144 ⁽³⁾ | I | Phantom Stock |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Options (Right to Buy) | Â (4) | 02/03/2024 | Common Stock | 7,710 | \$ 59.58 | D | Â |
| Employee Stock Options (Right to Buy) | Â (5) | 02/02/2025 | Common Stock | 4,988 | \$ 82.28 | D | Â |
| Employee Stock Options (Right to Buy) | Â (6) | 02/01/2026 | Common Stock | 4,807 | \$ 99.96 | D | Â |
| Employee Stock Options (Right to Buy) | Â (7) | 02/06/2027 | Common Stock | 12,090 | \$ 118.97 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gray James D 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154 | Â | Â | Â Executive VP and CFO | Â |

Signatures

Christine M. Castellano,
Attorney-in-Fact

03/13/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Includes 2,672.7955 restricted stock units ("RSUs") issued under the Ingredion Incorporated Stock Incentive Plan. The RSUs may be settled only in shares of common stock (one share per RSU). 630.1352 RSUs will vest on February 3, 2018, 571.6603 RSUs will vest on February 2, 2019 and 1,471 RSUs will vest on February 7, 2020. In the event of termination of employment due to (a) death, (b) disability or (c) retirement on or after (i) age 65, (ii) age 62 with 5 years of service or (iii) age 55 with 10 years of service, the RSUs will vest on a pro-rata basis using the number of full months employed during the thirty-six month vesting period.
- (1) Includes RSUs acquired through deemed dividend reinvestment. RSUs acquired through deemed dividend reinvestment vest on the dates when the RSUs with respect to which they are deemed dividends vest.
 - (2) Each phantom stock unit represents the right to receive one share of common stock.
 - (3) These options vested in three equal annual installments on February 4, 2015, 2016 and 2017.
 - (4) Two thirds of these options vested in equal annual installments on February 3, 2016 and 2017, and the remaining one third of these options will vest on February 3, 2018.
 - (5) One third of these options vested on February 2, 2017, and the remaining two thirds of these options will vest in equal annual installments on February 2, 2018 and 2019.
 - (6) These options will vest in three equal annual installments on February 7, 2018, 2019 and 2020.

Â

Remarks:

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Exhibit List Exhibit 24--Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.