

Adefioye Elizabeth
 Form 3
 March 12, 2018

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 Adefioye Elizabeth | | (Month/Day/Year) | Ingredion Inc [INGR] | |
| (Last) | (First) | (Middle) | 03/01/2018 | |
| 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) |
| | | | SVP and Chief Human Res Off | 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 | 5,117.9562 ⁽¹⁾ ⁽²⁾ | D | Â |

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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|-----------|----------------------------|---|
| Employee Stock Options (Right to Buy) | Â (3) | 02/06/2027 | Common Stock | 3,799 | \$ 118.97 | D | Â |
| Employee Stock Options (Right to Buy) | Â (4) | 02/05/2028 | Common Stock | 7,508 | \$ 130.3 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Adefioye Elizabeth 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154 | Â | Â | Â SVP and Chief Human Res Off | Â |

Signatures

Christine M. Castellano,
Attorney-in-Fact

03/12/2018

__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).

- These are restricted stock units ("RSUs") issued under the Ingredient Incorporated Stock Incentive Plan. The RSUs may be settled only in shares of common stock (one share per RSU). 3,784.9478 RSUs will vest on September 12, 2019; 470.0084 RSUs will vest on February 7, 2020; and 863 RSUs will vest on February 6, 2021. 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. Notwithstanding the foregoing, in the event of such retirement on or after February 6, 2019, the RSUs granted on February 6, 2018 will vest on February 6, 2021.
- (1) 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. Notwithstanding the foregoing, in the event of such retirement on or after February 6, 2019, the RSUs granted on February 6, 2018 will vest on February 6, 2021.
 - (2) 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.
 - (3) One third of these options vested on February 7, 2018, and the remaining two thirds of these options will vest in equal annual installments on February 7, 2019 and 2020.
 - (4) These options will vest in three equal annual installments on February 6, 2019, 2020 and 2021.

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Remarks:

ExhibitÂ ListÂ ExhibitÂ 24--PowerÂ ofÂ 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.