

Ingredient Inc
Form 3
April 08, 2016

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 Latreille Stephen K.		(Month/Day/Year)	Ingredient Inc [INGR]	
(Last)	(First)	(Middle)	04/01/2016	
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)
			VP and Corp Controller	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	2,673.3469 ⁽¹⁾ ⁽²⁾	D	Â

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

SEC 1473 (7-02)

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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)
		Title			

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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)	03/03/2023	Common Stock	1,085	\$ 66.26	D	Â
Employee Stock Options (Right to Buy)	Â (4)	02/03/2024	Common Stock	2,699	\$ 59.58	D	Â
Employee Stock Options (Right to Buy)	Â (5)	02/02/2025	Common Stock	4,676	\$ 82.28	D	Â
Employee Stock Options (Right to Buy)	Â (6)	02/01/2026	Common Stock	4,674	\$ 99.96	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Latreille Stephen K. 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154	Â	Â	Â VP and Corp Controller	Â

Signatures

Christine M. Castellano,
Attorney-in-Fact

04/08/2016

__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 2,418,346 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). 612,463 RSUs will vest on February 4, 2017, 930,883 RSUs will vest on February 3, 2018 and 875 RSUs will vest on February 2, 2019. 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) February 3, 2018 and 875 RSUs will vest on February 2, 2019. 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.
 - (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) These options vested in three equal annual installments on March 4, 2014, 2015 and 2016.
 - (4) Two thirds of these options vested in two equal annual installments on February 4, 2015 and 2016, and the remaining one third of these options will vest on February 4, 2017.
 - (5) One third of these options vested on February 3, 2016, and the remaining two thirds of these options will vest in equal annual installments on February 3, 2017 and 2018.
 - (6) These options become exercisable in three equal annual installments on February 2, 2017, 2018 and 2019.

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Remarks:

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.

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