

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Gray James D</u>  (Last) (First) (Middle) <u>5 WESTBROOK CORPORATE CENTER</u>  (Street) <u>WESTCHESTER IL 60154</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ingrezion Inc [ INGR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span>  <p style="text-align:center"><b>Executive VP and CFO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Common Stock	02/16/2022		A		3,563 <sup>(1)</sup>	A	\$88.66	27,123.9322 <sup>(2)</sup>	D	

**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						Title
Employee Stock Options (Right to Buy)	\$88.66	02/16/2022		A		21,007		(3)	02/16/2032	Common Stock	21,007	\$88.66	21,007	D	

**Explanation of Responses:**

- These are restricted stock units ("RSU's") issued under the Ingrezion Incorporated Stock Incentive Plan. The RSU's may be settled only in shares of common stock (one share per RSU) and will vest on February 16, 2025. 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 a minimum of 5 years of continuous employment with or service to the Company or its Subsidiaries or affiliates or (iii) age 55 with a minimum of 10 years of continuous employment with or service to the Company or its Subsidiaries or affiliates (in the case of each termination described in (a), (b) or (c), a "Retirement") the RSU's will vest on a pro-rata basis determined by multiplying the number of RSU's awarded and or credited by a fraction, the numerator of which is the number of full months that have elapsed between the Grant Date and the termination date and the denominator of which is 36. Notwithstanding the foregoing, in the event of Retirement on or after February 16, 2023, the RSU's shall continue to vest in accordance with the vesting schedule.
- Includes restricted stock units (RSU's) acquired through deemed dividend reinvestment. RSU's acquired through deemed dividend reinvestment vest on the dates when the RSU's with respect to which they are deemed dividends vest.
- These options will vest in three equal annual installments on February 16, 2023, 2024, and 2025.

Michael N. Levy, attorney-in-fact 02/18/2022

\*\* 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.**