SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

| Fernandes Larry | 2. Date of Event Requiring State Month/Day/Yea 03/01/2018 | ment | 3. Issuer Name and Ticker or Trac <u>Ingredion Inc</u> [INGR] 4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title below) Sr VP and Chief Com | on(s) to Issue 10% Owne Other (spe below) | r (Mo cify 6. Ir App | hth/Day/Year) dividual or Joint licable Line) C Form filed b | ate of Original Filed t/Group Filing (Check y One Reporting Person y More than One erson |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|
| | Fable I - Nor | -Derivat | tive Securities Beneficial | v Owned | | | |
| 1. Title of Security (Instr. 4) | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | - | | | Beneficial Ownership |
| Common Stock | | | 12,938.4574 ⁽¹⁾⁽²⁾ | D | | | |
| Common Stock | | | 4,587.9 | Ι | By 401(k) Plan | | |
| (e. | | | e Securities Beneficially ants, options, convertible | | s) | | |
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | d 3. Title and Amount of Securities Underlying Derivative Security (Inst | | 4. Conversion or Exercise | ise Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | | | | Amount | Price of Derivative | Direct (D) or Indirect (I) (Instr. 5) | |
| | Date Exercisable | Expiratior Date | n Title | or Number of Shares | Security | (I) (Instr. 5) | |
| Employee Stock Options (Right to Buy) | | | Title | Number of | Security 47.95 | (I) (Instr. 5) | |
| Employee Stock Options (Right to Buy) Employee Stock Options (Right to Buy) | Exercisable | Date | Title Common Stock | Number of Shares | | | |
| | Exercisable (3) | Date 02/07/2021 | Title 1 Common Stock 2 Common Stock | Number of Shares 2,200 | 47.95 | D | |
| Employee Stock Options (Right to Buy) | Exercisable (3) (4) | Date 02/07/2021 02/06/2022 | Title Common Stock Common Stock Common Stock | Number of Shares2,2003,000 | 47.95 | D D | |
| Employee Stock Options (Right to Buy) Employee Stock Options (Right to Buy) | Exercisable (3) (4) (5) | Date 02/07/2021 02/06/2022 02/04/2023 | Title 1 Common Stock 2 Common Stock 3 Common Stock 4 Common Stock | Number of Shares 2,200 3,000 3,044 | 47.95 55.95 66.07 | D D D | |
| Employee Stock Options (Right to Buy) Employee Stock Options (Right to Buy) Employee Stock Options (Right to Buy) | Exercisable (3) (4) (5) (6) | Date 02/07/2021 02/06/2022 02/04/2023 02/03/2024 | Title 1 Common Stock 2 Common Stock 3 Common Stock 4 Common Stock 5 Common Stock | Number of Shares 2,200 3,000 3,044 6,746 | 47.95 55.95 66.07 59.58 | D D D D D | |
| Employee Stock Options (Right to Buy) Employee Stock Options (Right to Buy) Employee Stock Options (Right to Buy) Employee Stock Options (Right to Buy) | Exercisable (3) (4) (5) (6) (7) | Date 02/07/2021 02/06/2022 02/04/2023 02/03/2024 02/02/2025 | Title I Common Stock | Number of Shares 2,200 3,000 3,044 6,746 4,738 | 47.95 55.95 66.07 59.58 82.28 | D D D D D D D | |

Explanation of Responses:

1. Includes 4,762.3814 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). 3,148.2323 RSUs will vest on January 1, 2019; 568.1407 RSUs will vest on February 2, 2019; 470.0084 RSUs will vest on February 7, 2020 and 576 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, 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. The grant of options which included these options vested in three equal annual installments on February 8, 2012, 2013 and 2014.

4. These options vested in three equal annual installments on February 7, 2013, 2014 and 2015.

5. These options vested in three equal annual installments on February 5, 2014, 2015 and 2016.

6. These options vested in three equal annual installments on February 4, 2015, 2016 and 2017.

7. These options vested in three equal annual installments on February 3, 2016, 2017 and 2018.

8. Two thirds of these options vested in equal annual installments on February 2, 2017 and 2018, and the remaining one third of these options will vest on February 2, 2019.

9. 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.

10. These options will vest in three equal annual installments on February 6, 2019, 2020 and 2021.

Remarks:

Exhibit List Exhibit 24-Power of Attorney

<u>Christine M. Castellano,</u> <u>Attorney-in-Fact</u>

03/12/2018

Date

** Signature of Reporting Person

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 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).

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.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Christine M. Castellano and John E. Lowe, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Ingredion Incorporated (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-infact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneysin-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1 day of March, 2018.

/s/Larry Fernandes Larry Fernandes