
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): July 8, 2015

INGREDION INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-13397
(Commission
File Number)

22-3514823
(IRS Employer
Identification No.)

5 Westbrook Corporate Center, Westchester, Illinois
(Address of Principal Executive Offices)

60154-5749
(Zip Code)

(708) 551-2600
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On July 8, 2015, Ingredion Incorporated, a Delaware corporation (the “Company”), announced that it has agreed to acquire Kerr Concentrates, Inc. (“Kerr”). The Company has entered into a definitive Stock Purchase Agreement (the “Purchase Agreement”), dated as of July 6, 2015, by and among Kerr, an Oregon corporation, the shareholders of Kerr (the “Selling Shareholders”), the Selling Shareholder Representative, the owners of certain real property assets (the “Property Sellers) and the Company, pursuant to which the Company will acquire 100% of the issued and outstanding shares of capital stock of Kerr from the Selling Shareholders and certain real property assets owned by the Property Sellers.

The purchase price under the Purchase Agreement is approximately \$100,000,000, subject to customary pre and post-closing adjustments. The Purchase Agreement contains customary representations and warranties and covenants. The closing of the transaction is subject to the satisfaction or waiver of customary closing conditions. Assuming the satisfaction or waiver of all closing conditions, the transaction will close in August of 2015.

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Ingredion Incorporated Press Release dated July 8, 2015

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 8, 2015

INGREDION INCORPORATED

By: /s/ Jack C. Fortnum

Name: Jack C. Fortnum

Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

Exhibit

99.1

Ingredion Incorporated Press Release dated July 8, 2015



Ingredion Incorporated
5 Westbrook Corporate Center
Westchester, IL 60154

NEWS RELEASE

CONTACT:

Investors: Heather Kos, 708-551-2592

Media: Claire Regan, 708-551-2602

INGREDION TO ACQUIRE KERR CONCENTRATES, INC.

- *Acquisition broadens Ingredion's portfolio of wholesome, clean-label ingredient solutions*
- *Kerr's natural fruit and vegetable concentrates, purees and essences address growing consumer demand for simple ingredients*

WESTCHESTER, Ill., July 8, 2015 – Ingredion Incorporated (NYSE: INGR), a leading global provider of ingredient solutions to diversified industries, today announced that it has agreed to acquire Kerr Concentrates, Inc., a privately held producer of natural fruit and vegetable concentrates, purees and essences. The transaction of approximately \$100 million is expected to close within 30 business days, pending customary closing conditions.

“Kerr is a profitable company with an exciting portfolio of value-added ingredients that will broaden our current line of wholesome, clean-label solutions. Kerr transforms fruits and vegetables into natural ingredients that resonate with consumers and are increasingly in demand by customers,” said Ilene Gordon, Ingredion CEO.

Kerr's ingredients uphold the integrity and richness of raw fruits and vegetables while providing multiple functionalities. These ingredients can be used to enhance the nutrition, texture, flavor and appearance of a number of foods and beverages across a wide variety of categories, from smoothies, juices, dairy products and baked goods to soups and dressings. A single ingredient can add color, flavor and texture to food or beverage products, making it possible to simplify the ingredient list.

“This is an opportunity to grow Kerr's portfolio with our advanced technologies and product-development capabilities. And we intend to expand the business with our broad customer network and global presence,” Gordon added.

(more)

Ingredion to Acquire Kerr– 2

The trend toward simple ingredients is rapidly growing and the Kerr acquisition is another step in expanding Ingredion’s clean-label ingredient portfolio. “This extends our clean-label offerings beyond ingredient solutions made from corn, tapioca and potato, and we continue to look for acquisition opportunities in this space,” Gordon explained.

Based in Salem, Oregon, Kerr operates two production facilities with state-of-the-art capabilities to ensure consistent quality, efficiency, and safety through process design, automation, and innovation.

ABOUT INGREDION

Ingredion Incorporated (NYSE:INGR) is a leading global ingredients solutions provider specializing in nature-based sweeteners, starches and nutrition ingredients and biomaterial solutions. With customers in more than 100 countries, Ingredion serves approximately 60 diverse sectors in food, beverage, brewing, pharmaceuticals and other industries. For more information, visit ingredion.com.

ABOUT KERR CONCENTRATES, INC.

Kerr is a privately held producer of exceptional fruit and vegetable concentrates, purees and essences. Each product or custom blend upholds the integrity and richness of the raw fruits and vegetables that goes into it. Kerr continually strives to help our customers bring the height of flavor and the depth of color to their products. For more information, visit kerrconcentrates.com.

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