

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8****REGISTRATION STATEMENT****Under****The Securities Act of 1933****CORN PRODUCTS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**(State or other jurisdiction of  
incorporation or organization)**22-3514823**

(I.R.S. Employer Identification No.)

**5 WESTBROOK CORPORATE CENTER, WESTCHESTER, ILLINOIS**

(Address of principal executive offices)

**60154**

(Zip Code)

**CORN PRODUCTS INTERNATIONAL, INC. STOCK INCENTIVE PLAN.**

(Full title of the plan)

**MARY ANN HYNES****Vice President, General Counsel and Corporate Secretary****Corn Products International, Inc.****5 Westbrook Corporate Center****Westchester, Illinois 60154**

(Name and Address of Agent for Service)

**(708) 551-2600**

(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See definitions of "large accelerated filer," "accelerated filer" and "small reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒Accelerated filer ☐Non-accelerated filer ☐Smaller reporting company ☐

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title Of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.01 par value	4,353,084 shares(1)	\$ 46.57(2)	\$ 202,723,121.88(2)	\$ 14,454.16

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares of the Registrant's common stock in respect to the securities identified in the above table as a result of any stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act, pursuant to Rule 457(c) and 457(h), based on the average of the high and low share prices of the Common Stock on, as reported in the New York Stock Exchange Composite Quotation System on December 16, 2010.

## **PART I**

### **INFORMATION REQUIRED IN SECTION 10(a) PROSPECTUS**

**ITEM 1. PLAN INFORMATION.\***

**ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.\***

\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended, and the Note to Part I of Form S-8.

## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

The following documents filed with the Securities and Exchange Commission (the "Commission") by Corn Products International, Inc. (the "Registrant") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

(a) Annual Report on Form 10-K for the year ended December 31, 2009 filed on February 26, 2010;

(b) Quarterly Reports on Form 10-Q for the quarters ended March 31, June 30 and September 30 2010, filed on May 5, 2010, August 6, 2010 and November 5, 2010, respectively;

(c) Current Reports on Form 8-K filed on February 1, 2010 (pursuant to Item 5.02(e); filed February 2, 2010 (but only with respect to Item 8.01); filed March 22, 2010 (pursuant to Item 5.02(e); filed March 31, 2010 (pursuant to Items 1.01 and 2.03); filed May 25, 2010 (pursuant to Items 5.02, 5.03 and 5.07); filed June 21, 2010 (but only with respect to Item 1.01); filed June 22, 2010 (but only with respect Item 1.01); filed July 26, 2010 (pursuant to Item 5.02); filed July 27, 2010 (pursuant to Item 5.02(b)); filed September 9, 2010 (pursuant to Items 1.01, 1.02 and 2.03); filed September 28, 2010 (pursuant to Item 1.02); and filed October 6, 2010 (but only with respect to Items 2.01 and 9.01).

(d) The description of the Common Stock contained in our Registration Statement on Form10/A, dated December 4, 1997, including any subsequent amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents, it being understood that any documents filed by the Registrant with the

Commission pursuant to Item 2.02 or 7.01 of Form 8-K shall not be deemed to be incorporated by reference into this Registration Statement. Such documents incorporated by reference, and the documents listed above are hereinafter referred to as "Incorporated Documents"; provided, however, that the documents listed above or subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during the offering made by this Registration Statement is in effect prior to the filing with the SEC of the Registrant's Annual Report on Form 10-K covering such year shall cease to be Incorporated Documents or to be incorporated by reference in this Registration Statement from and after the filing of such Annual Report.

Any statement contained herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed Incorporated Document modifies or supersedes such statement. Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Registrant's Exchange Act file number with the Commission is 001-13397.

**ITEM 4. DESCRIPTION OF SECURITIES**

Not applicable.

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL**

Certain legal matters with respect to the validity of the common stock registered hereby have been passed upon for the Registrant by Mary Ann Hynes, Senior Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer of the Registrant. Mary Ann Hynes is employed by the Registrant, participates in various employee benefit plans offered by the Registrant and owns or has rights to acquire an aggregate of less than 1% of the Registrant's common stock.

**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Registrant is a Delaware corporation. Section 145 of the General Corporation Law of the State of Delaware, as amended, provides that under certain circumstances a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or is or was serving at its request in such capacity in another corporation or business association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise.

Article VII of the Registrant's By-Laws provides that the Registrant shall indemnify its directors and officers and the directors and officers of its subsidiaries against certain liabilities (including attorneys' fees related thereto) that may arise as a result of such service to the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists now or may hereafter be amended.

The Registrant is also empowered by Section 102(b)(7) of the General Corporation Law of the State of Delaware to include a provision in its certificate of incorporation to limit under certain circumstances a director's liability to the Registrant or its stockholders for monetary damages for breaches of fiduciary duty as a director. Article Tenth of the Registrant's Amended and Restated Certificate of Incorporation, as amended states that directors of the Registrant shall not be liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) unlawful dividend payments, stock repurchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit.

The Registrant maintains insurance policies under which the directors and officers of the Registrant are insured, within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of actions, suits or proceedings, and certain liabilities which might be imposed as a result of such actions, suits or proceedings, to which they are parties by reason of being or having been such directors or officers which could include liabilities under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

The Registrant has entered into indemnification agreements with all its officers and directors. These agreements provide such officers and directors with indemnification against certain liabilities (including attorneys' fees related thereto) that may arise as a result of such service to the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists now or may hereafter be amended.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED**

Not applicable.

**ITEM 8. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
4(a)	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to the Registrant's Registration Statement on Form 10, as amended (File No. 1-13397)).
4(b)	Certificate of Elimination of Series A Junior Participating Preferred Stock of Com Products International, Inc. (incorporated by reference to Exhibit 10.5 to the Registrant's current report on Form 8-K dated May 19, 2010 and filed May 25, 2010 (File No. 1-13397)).
4(c)	Amendments to Certificate of Incorporation (incorporated by reference to Appendix A to the Registrant's Proxy Statement for its 2010 Annual Meeting of Stockholders filed on April 9, 2010 (File No. 1-3397)).
4(d)	Amended By-laws of the Registrant (incorporated by reference to the Registrant's report on Form 8-K dated May 25, 2010 (File No. 1-13397)).

4(e)	Corn Products International, Inc. Stock Incentive Plan (incorporated by reference to Appendix B to the Registrant's Proxy Statement for its 2010 Annual Meeting of Stockholders filed on April 9, 2010 (File No. 1-3397)).
*5.1	Opinion of Mary Ann Hynes
*23.1	Consent of KPMG LLP
23.2	Consent of Mary Ann Hynes (included as part of Exhibit 5.1)
*24	Powers of Attorney

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\* Filed herewith.

## ITEM 9. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remained unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration

Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

## SIGNATURES

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Westchester, State of Illinois, on this 17th day of December 2010.

CORN PRODUCTS INTERNATIONAL, INC.

/s/ Ilene S. Gordon

Ilene S. Gordon

Chairman, President and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on December 17, 2010.

<u>/s/ Ilene S. Gordon</u> Ilene S. Gordon	Chairman, President, Chief Executive Officer (principal executive officer)
<u>/s/ Cheryl K. Beebe</u> Cheryl K. Beebe	Executive Vice President and Chief Financial Officer (principal financial officer)
<u>/s/ Robin A. Kommeyer</u> Robin A. Kommeyer	Vice President and Controller (principal accounting officer)
<u>* Richard J. Almeida</u> Richard J. Almeida	Director
<u>* Luis Aranguren - Trellez</u> Luis Aranguren - Trellez	Director
<u>* Paul Hanrahan</u> Paul Hanrahan	Director
<u>* Karen L. Hendricks</u> Karen L. Hendricks	Director
<u>* Wayne M. Hewett</u> Wayne M. Hewett	Director
<u>* Gregory B. Kenny</u> Gregory B. Kenny	Director
<u>* Barbara A. Klein</u> Barbara A. Klein	Director
<u>* James M. Ringler</u> James M. Ringler	Director
<u>* Dwayne A. Wilson</u> Dwayne A. Wilson	Director
<u>*By: /s/ Mary Ann Hynes</u> Mary Ann Hynes Attorney-in-Fact	

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\* Filed herewith.

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[Com Products International Letterhead]  
December 17, 2010

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: 4,353,084 Shares of Shares of Common Stock for the Com Products International, Inc. Stock Incentive Plan

Ladies and Gentlemen:

I refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Com Products International, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 4,353,084 shares of the Company's common stock, \$0.01 par value per share, (the "Common Stock") in connection with the Com Products International, Inc. Stock Incentive Plan (the "Plan").

I am the Senior Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer of the Company and I am familiar with the proceedings to date with respect to the proposed issuance of the Common Stock under the Plan. In this regard, I or attorneys working under my direction have examined such records, documents and questions of law, and satisfied myself as to such matters of fact, as I have considered relevant and necessary as a basis for this opinion.

Based on the foregoing, I am of the opinion that:

1. The Company is duly incorporated and validly existing under the laws of the State of Delaware.
  2. Each share of Common Stock subject to the Registration Statement will be duly authorized, legally issued, fully paid and non-assessable when (i) the Registration Statement shall have become effective under the Securities Act; (ii) the Company's Board of Directors or a duly authorized committee thereof shall have duly adopted final resolutions authorizing the issuance and sale thereof as contemplated by the provisions of the Plan; and (iii) a certificate representing such share shall have been duly executed, countersigned and registered and duly delivered upon payment of the agreed consideration therefor (not less than the par value thereof) determined in accordance with the terms of the provisions of the Plan.
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I do not find it necessary for the purposes of this opinion letter to cover, and accordingly I express no opinion as to, the application of the securities or blue sky laws of the various states to the sale of the Common Stock.

This opinion letter is limited to the federal laws of the United States of America and the General Corporation Law of the State of Delaware.

I hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and I further consent to the use of my name under Item 5 of the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Mary Ann Hynes

Mary Ann Hynes  
Vice President, General Counsel,  
Corporate Secretary and Chief  
Compliance Officer

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Corn Products International, Inc.:

We consent to the incorporation by reference in the Registration Statement on Form S-8 of Corn Products International, Inc. of our report dated February 26, 2010, with respect to the consolidated balance sheets of Corn Products International, Inc. and subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of income, comprehensive income, equity and redeemable equity and cash flows for each of the years in the three-year period ended December 31, 2009, and the effectiveness of internal control over financial reporting as of December 31, 2009, which report appears in the December 31, 2009 annual report on Form 10-K of Corn Products International, Inc.

/s/ KPMG LLP  
Chicago, Illinois  
December 17, 2010

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### LIMITED POWER OF ATTORNEY

Each of the undersigned directors of Corn Products International, Inc. hereby constitutes and appoints Mary Ann Hynes and Cheryl K. Beebe, and each of them, and any successor or successors to such offices held by each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his name or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), and any and all amendments thereto, with respect to the registration under the Securities Act of securities and obligations of Corn Products International, Inc. with respect to the Corn Products International, Inc. Stock Incentive Plan and to file the same with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, whether filed prior or subsequent to the time such registration statement becomes effective, granting unto each said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of this 17 day of December 2010.

/s/ Richard J. Almeida  
Richard J. Almeida

/s/ Luis Aranguren - Trellez  
Luis Aranguren -Trellez

/s/ Ilene S. Gordon  
Ilene S. Gordon

/s/ Paul Hanrahan  
Paul Hanrahan

/s/ Karen L. Hendricks  
Karen L. Hendricks

/s/ Wayne M. Hewett  
Wayne M. Hewett

/s/ Gregory B. Kenny  
Gregory B. Kenny

/s/ Barbara A. Klein  
Barbara A. Klein

/s/ James M. Ringler  
James M. Ringler

/s/ Dwayne A. Wilson  
Dwayne A. Wilson