

Ingredient Inc  
Form 4  
December 09, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

**STATEMENT OF CHANGES IN 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 \*  
GORDON ILENE S

(Last) (First) (Middle)

5 WESTBROOK CORPORATE CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Ingredient Inc [INGR]

3. Date of Earliest Transaction (Month/Day/Year)  
12/07/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 12/07/2016                           |  | G                              | V 22,035 D  | \$ 0 0 <u>(1)</u> <u>(2)</u>  | I  | By 2014 GRAT  |
| Common Stock                    | 12/07/2016                           |  | G                              | V 22,035 A  | \$ 0 44,810 <u>(1)</u> <u>(3)</u>   | I  | By GRAT Remainder Trust                               |
| Common Stock                    |                                      |  |                                |   | 102,980.4152 <u>(4)</u> <u>(5)</u>  | D  |   |
| Common Stock                    |                                      |  |                                |   | 61,000  | I  | By 2013 GRAT  |
| Common Stock                    |                                      |  |                                |   | 72,369 <u>(6)</u>   | I  | By 2015 GRAT  |

Common Stock 88,582 I By 2016 GRAT

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

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 control number. SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| GORDON ILENE S<br>5 WESTBROOK CORPORATE CENTER<br>WESTCHESTER, IL 60154 | X             |           | Chairman, President and CEO |       |

## Signatures

Christine M. Castellano,  
Attorney-in-Fact 12/09/2016

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Reflects distribution and transfer pursuant to the terms of the reporting person's 2014 GRAT (the "2014 GRAT") on December 7, 2016 of 22,035 shares formerly held by the 2014 GRAT to the Gordon GRAT Remainder Trust (the "Trust").
- (2) 25,765 shares were transferred to the reporting person in payment of the annuity by the 2014 GRAT on August 26, 2016.
- (3) The reporting person's spouse is the trustee of the Trust, and her adult children are the beneficiaries of the Trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the

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beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (4) Excludes 88,582 shares previously owned directly by the reporting person which were contributed to a grantor retained annuity trust on September 7, 2016 (the "2016 GRAT").
- (5) Includes restricted stock units ("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.
- (6) 47,650 shares were transferred to the reporting person in payment of the annuity by the 2015 GRAT on December 7, 2016.

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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