Innophos Holdings, Inc.

Form 4 April 04, 2017

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Hartzell Amy			2. Issuer Name <b>and</b> Ticker or Trading Symbol Innophos Holdings, Inc. [IPHS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
259 PROSPEC RD., BLDG A	T PLAINS		(Month/Day/Year) 03/31/2017	Director 10% Owner _X_ Officer (give title Other (specify below)  VP, Supply Chain & Purchasing		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CRANBURY,	NJ 08512		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly 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)	or(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/31/2017		Code V F	Amount 1,926 (1)	or (D) D	Price \$ 53.97	(Instr. 3 and 4) 9,998	D	
Common Stock	04/03/2017		A	914 (2)	A	\$ 0	10,912	D	

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

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# 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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ivative Expiration Date ties (Month/Day/Year) red sed of 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2017 Option to Purchase	\$ 52.51	04/03/2017		A	3,059	(3)	03/31/2027	Common Stock	3,059

## **Reporting Owners**

Reporting Owner Name / Address	elationships
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Director 10% Owner Officer Other

Hartzell Amy 259 PROSPECT PLAINS RD. BLDG A CRANBURY, NJ 08512

VP, Supply Chain & Purchasing

De

## **Signatures**

/s/ Joshua S. Horenstein, as Attorney-In-Fact

04/04/2017

\*\*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) Represents the number of shares granted in 2016 withheld for tax purposes.
- On April 3, 2017 these shares of restricted common stock were granted to the reporting person to be held in escrow, subject to certain vesting and forfeiture provisions. The grant vests in three equal installments over a three year period beginning March 31, 2018. The second installment date is March 31, 2019, followed by the third installment due on March 31, 2020.
- (3) The reporting person was granted options on April 3, 2017. Options vest in 3 equal annual installments beginning March 31, 2018. The second installment date is March 31, 2019, followed by third installment date of March 31, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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