

Innophos Holdings, Inc.  
Form 4  
February 27, 2017

**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 \*  
Brodheim Charles

(Last) (First) (Middle)

259 PROSPECT PLAINS ROAD

(Street)

CRANBURY, NJ 08512

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Innophos Holdings, Inc. [IPHS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/23/2017

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)

VP, Corporate Controller

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/23/2017		M	4,014	A \$ 15.2	42,197	D
Common Stock	02/23/2017		M	2,682	A \$ 18.38	44,879	D
Common Stock	02/23/2017		M	1,538	A \$ 25.68	46,417	D
Common Stock	02/23/2017		M	32	A \$ 50.12	46,449	D
Common Stock	02/23/2017		M	2,842	A \$ 14.57	49,291	D

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Common Stock	02/23/2017	M	360	A	\$ 39.67	49,651	D
Common Stock	02/23/2017	M	35	A	\$ 49.54	49,686	D

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

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(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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Option To Purchase Common Stock	\$ 15.2	02/23/2017		M	4,014	<u>(1)</u> 10/21/2017	Common Stock	4,014
Option To Purchase Common Stock	\$ 18.38	02/23/2017		M	2,682	<u>(2)</u> 04/25/2018	Common Stock	2,682
Option To Purchase Common Stock	\$ 25.68	02/23/2017		M	1,538	<u>(3)</u> 03/11/2020	Common Stock	1,538
Option To Purchase Common Stock	\$ 50.12	02/23/2017		M	32	<u>(4)</u> 03/30/2022	Common Stock	32
	\$ 14.57	02/23/2017		M	2,842	<u>(5)</u> 05/07/2019		2,842

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Option To Purchase Common Stock								Common Stock	
Option To Purchase Common Stock	\$ 39.67	02/23/2017	M	360	<u>(6)</u>	03/18/2021	Common Stock	360	
2015 Option to Purchase Common Stock	\$ 49.54	02/23/2017	M	35	<u>(7)</u>	03/31/2025	Common Stock	35	
Option To Purchase Common Stock	\$ 15.2	02/23/2017	<u>F(8)</u>	4,986	<u>(1)</u>	10/21/2017	Common Stock	4,986	\$
Option To Purchase Common Stock	\$ 18.38	02/23/2017	<u>F(8)</u>	3,818	<u>(2)</u>	04/25/2018	Common Stock	3,818	\$
Option To Purchase Common Stock	\$ 25.68	02/23/2017	<u>F(8)</u>	3,162	<u>(3)</u>	03/11/2020	Common Stock	3,162	\$
Option To Purchase Common Stock	\$ 50.12	02/23/2017	<u>F(8)</u>	938	<u>(4)</u>	03/30/2022	Common Stock	938	\$
Option To Purchase Common Stock	\$ 14.57	02/23/2017	<u>F(8)</u>	3,358	<u>(5)</u>	05/07/2019	Common Stock	3,358	\$
Option To Purchase Common Stock	\$ 39.67	02/23/2017	<u>F(8)</u>	1,840	<u>(6)</u>	03/18/2021	Common Stock	1,840	\$
	\$ 49.54	02/23/2017	<u>F(8)</u>	822	<u>(7)</u>	03/31/2025		822	\$

2015  
Option to  
Purchase  
Common  
Stock

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brodheim Charles 259 PROSPECT PLAINS ROAD CRANBURY, NJ 08512			VP, Corporate Controller	

## Signatures

/s/ Charles  
Brodheim

02/27/2017

\*\*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) The reporting person was granted 9,000 options on October 22, 2007, which options vested in three equal annual installments beginning on October 22, 2008.
  - (2) The reporting person was granted 6,500 options on April 25, 2008, which options vested in three equal annual installments beginning on April 25, 2009.
  - (3) The report person was granted a total of 4,700 options on March 11, 2010, which options vested in three equal annual installments beginning on March 11, 2011.
  - (4) The reporting person was granted a total of 970 options on March 30, 2012. Options vested in 3 equal annual installments beginning on March 30, 2013.
  - (5) The reporting person was granted a total of 6,200 options on May 7, 2009, which options vested in three equal annual installments beginning on May 7, 2010.
  - (6) The reporting person was granted a total of 2,200 options on March 18, 2011, which options vested in three equal annual installments beginning on March 18, 2012.
  - (7) The reporting person was granted options on May 8, 2015 covering an aggregate of 2,571 shares. Options vest in 3 equal annual installments over a three year period with the first vesting (covering 857 shares) having occurred on March 31, 2016. The second installment date is March 31, 2017, followed by the third installment date of March 31, 2018.
  - (8) In connection with a stock option exercise, Mr. Brodheim paid the option exercise price and the applicable taxes to be withheld by surrendering the number of shares noted.

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