

Innophos Holdings, Inc.
Form 3
November 02, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BAIN CAPITAL INVESTORS LLC			(Month/Day/Year)	Innophos Holdings, Inc. [(IPHS)]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
,Â 111 HUNTINGTON AVENUE				(Check all applicable)	
(Street)				___ Director	__X__ 10% Owner
BOSTON,Â MAÂ 02199				___ Officer	___ Other
(City)	(State)	(Zip)		(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)	
				___ Form filed by One Reporting Person	
				__X__ Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	11,392,387	I	See foot note <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAIN CAPITAL INVESTORS LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	^	^ X	^	^
BCIP T Associates III, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	^	^ X	^	^
BCIP Trust Associates III 111 HUNTINGTON AVENUE BOSTON, MA 02100	^	^ X	^	^
BCIP Associates III-B, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	^	^ X	^	^
BCIP Associates III-B 111 HUNTINGTON AVENUE BOSTON, MA 02199	^	^ X	^	^
BCIP T Associates III-B, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	^	^ X	^	^
BCIP Trust Associates III-B 111 HUNTINGTON AVENUE BOSTON, MA 02199	^	^ X	^	^

Signatures

/s/ Bain Capital Investors, LLC 11/02/2006

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners VII, L.P. ("BCP VII"), which is the sole general partner of Bain Capital Fund VII, L.P., which is the sole member of Bain Capital Fund VII, LLC ("Fund VII"). As a result, BCI may be deemed to share voting and dispositive power with respect to the 4,862,880 shares held by Fund VII. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(2) BCI is also the sole general partner of Bain Capital Partners VIII, L.P. ("BCP VIII"), which is the sole general partner of Bain Capital Fund VIII, L.P., which is the sole member of Bain Capital Fund VIII, LLC ("Fund VIII"). As a result, BCI may be deemed to share voting and dispositive power with respect to the 5,483,884 shares held by Fund VIII. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

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- BCI is also the managing general partner of BCIP Associates III, BCIP Trust Associates III, BCIP Associates III-B and BCIP Trust Associates III-B, which are the managers of BCIP Associates III, LLC, BCIP T Associates III, LLC, BCIP Associates III-B, LLC and
- (3) BCIP T Associates III-B, LLC, respectively. As a result, BCI may be deemed to share voting and dispositive power with respect to the 1,045,623 shares held by these entities. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

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.