

ZIDE STEPHEN M
Form 4
December 19, 2008

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 *
ZIDE STEPHEN M

(Last) (First) (Middle)

C/O BAIN CAPITAL PARTNERS,
LLC, 111 HUNTINGTON AVENUE

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2008

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)

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)
			Code	V Amount (A) or (D) Price			
Common Stock, Par Value \$0.001	12/18/2008		A	3,349 (1) \$ 14.93	3,349	D	
Common Stock					3,488,039	I	See Footnotes (2) (3) (4) (5) (6) (7)

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. 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 Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIDE STEPHEN M C/O BAIN CAPITAL PARTNERS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	X		

Signatures

/s/ Stephen M. Zide 12/19/2008

**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 annual stock retainer issued to Mr. Zide as a director of the Issuer.

Mr. Zide is a Managing Director of Bain Capital Investors, LLC ("BCI"). Because 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"), Mr. Zide may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund VII. Mr. Zide disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of 12/18/08, Fund VII held 1,488,883 shares of Common Stock of the Issuer.

Because 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"), Mr. Zide may be deemed to share voting and dispositive power with the respect to the shares of Common Stock held by Fund VIII. Mr. Zide disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of 12/18/08, Fund VIII held 1,679,015 shares of Common Stock of the Issuer.

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- (4) Because BCI is also the managing partner of BCIP Associates III, which is the manager and sole member of BCIP Associates III, LLC ("BCIP III LLC"), Mr. Zide may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP III LLC. Mr. Zide disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of 12/18/2008, BCIP III LLC held 267,785 shares of Common Stock of the Issuer.
- (5) Because BCI is also the managing partner of BCIP Trust Associates III, which is the manager and sole member of BCIP T Associates III, LLC ("BCIP T III LLC"), Mr. Zide may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP T III LLC. Mr. Zide disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of 12/18/08, BCIP T III LLC held 28,565 shares of Common Stock of the Issuer.
- (6) Because BCI is also the managing partner of BCIP Associates III-B, which is the manager and sole member of BCIP Associates III-B, LLC ("BCIP III-B LLC"), Mr. Zide may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP III-B LLC. Mr. Zide disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of 12/18/2008, BCIP III-B LLC held 18,308 shares of Common Stock of the Issuer.
- (7) Because BCI is also the managing partner of BCIP Trust Associates III-B, which is the manager and sole member of BCIP T Associates III-B, LLC ("BCIP T III-B LLC"), Mr. Zide may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP T III-B LLC. Mr. Zide disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of 12/18/08, BCIP T III-B, LLC held 5,483 shares of Common Stock of the Issuer.

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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