

Innophos Holdings, Inc.  
Form 4  
May 08, 2009

**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 \*  
**BAIN CAPITAL INVESTORS LLC**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**111 HUNTINGTON AVENUE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/06/2009**

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

**BOSTON, MA 02199**  
  
(City) (State) (Zip)

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

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 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.001	05/06/2009		S		3,453,991	D	\$ 18.72	34,048	I	See Footnotes (1) (2) (3) (5)
Common Stock, Par Value \$0.001	05/07/2009		S		34,048	D	\$ 14.84	0	I	See Footnotes (4) (6)

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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
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 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 by Stephen M. Zide, Managing Director

05/08/2009

\_\_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) 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 shares of Common Stock held by Fund VII. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On 05/06/2009, Fund VII distributed 1,488,883 shares of Common Stock to one or members or partners. Following such distribution, Fund VII held zero shares of Common Stock.

(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 the respect to the shares of Common Stock held by Fund VIII. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On 05/06/2009, Fund VIII distributed 1,679,015 shares of Common Stock to one or members or partners. Following such distribution, Fund VIII held zero shares of Common Stock.

(3) 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"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP III LLC. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On 05/06/2009, BCIP III LLC distributed 267,785 shares of Common Stock to one or more members or partners. Following such distribution, BCIP III LLC held zero shares of Common Stock.

(4) 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"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP T III LLC. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On 05/07/2009, BCIP T III LLC sold 28,565 shares of Common Stock. Following such sales, BCIP T III LLC held zero shares of Common Stock.

(5) 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"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP III-B LLC. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On 05/06/2009, BCIP III-B LLC distributed 18,308 shares of Common Stock to one or members or partners. Following such distribuion, BCIP III-B LLC held zero shares of Common Stock.

(6) 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"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP T III-B LLC. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On 05/07/2009, BCIP T III-B LLC sold 5,483 shares of Common Stock. Following such sales, BCIP T III-B LLC LLC held zero shares of Common Stock.

### Remarks:

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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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