

Duff Sherry
Form 4
April 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
Duff Sherry

(Last) (First) (Middle)

259 PROSPECT PLAINS RD.

(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)

03/31/2018

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)

SVP, CMO & Tech Officer

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, Par Value \$0.001	03/31/2018		F	141 ⁽¹⁾ D	\$ 40.21	1,217	D
Common Stock, Par Value \$0.001	04/02/2018		A	2,463 ₍₂₎ A	\$ 0	3,680	D

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares
2018 Option to Purchase	\$ 39.28	04/02/2018		A	10,147	(3) 04/02/2028	Common Stock	10,147

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duff Sherry 259 PROSPECT PLAINS RD. CRANBURY, NJ 08512			SVP, CMO & Tech Officer	

Signatures

/s/ Joshua S. Horenstein, as Attorney-in-fact
Date: 04/03/2018

**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 numbers of shares granted in 2017 withheld for tax purposes.
On April 2, 2018 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, 2019. The second installment date is March 31, 2020, followed by the third installment due on March 31, 2021.
- (2) The reporting person was granted options on April 2, 2018. Options vest in 3 equal annual installments beginning March 31, 2019, The second installment date is March 31, 2020, followed by third installment date of March 31, 2021.

Remarks:

Exhibit 24 - Power of Attorney

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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. 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.