

Ingredion Inc  
Form 8-K  
July 14, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): July 10, 2015**

**INGREDION INCORPORATED**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-13397**  
**(Commission**  
  
**File Number)**

**22-3514823**  
**(IRS Employer**  
  
**Identification No.)**

**5 Westbrook Corporate Center, Westchester, Illinois**  
**(Address of Principal Executive Offices)**

**60154-5749**  
**(Zip Code)**

**(708) 551-2600**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry Into Material Definitive Agreement.**

As described in Item 2.03 below, on July 10, 2015, Ingredion Incorporated ( Ingredion or the Company ) entered into a Term Loan Credit Agreement by and among the Company, the lenders signatory thereto, Bank of America, N.A., as Administrative Agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Sole Bookrunner and Sole Lead Arranger (the 2015 Term Loan Credit Agreement ).

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On July 10, 2015, the Company entered into the 2015 Term Loan Credit Agreement to establish a new 18-month \$350 million multi-currency senior unsecured term loan credit facility. All borrowings under the term loan facility will bear interest at a variable annual rate based on the LIBOR or base rate, at the Company s election, subject to the terms and conditions thereof, plus, in each case, an applicable margin.

The 2015 Term Loan Credit Agreement contains customary representations, warranties, covenants, events of default, terms and conditions, including limitations on liens, incurrence of debt, mergers and significant asset dispositions. The Company must also comply with a leverage ratio and interest coverage ratio. The occurrence of an event of default under the 2015 Term Loan Credit Agreement could result in all loans and other obligations being declared due and payable and the term loan credit facility being terminated.

\$350 million was borrowed under the 2015 Term Loan Credit Agreement and used to repay a portion of the amount outstanding under the Company s 2012 Revolving Credit Agreement.

The foregoing description of the 2015 Term Loan Credit Agreement is qualified in its entirety by reference to the complete terms and conditions of the 2015 Term Loan Credit Agreement, a copy of which is filed herewith as Exhibit 4.12 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit**

| <b>No.</b> | <b>Exhibit</b>                                                                                                                                                                                                                                                        |
|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.12       | Term Loan Credit Agreement dated July 10, 2015, by and among Ingredion Incorporated, the lenders signatory thereto, Bank of America, N.A., as Administrative Agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Sole Bookrunner and Sole Lead Arranger |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INGREDION INCORPORATED**

Date: July 14, 2015

By: /s/ Jack C. Fortnum  
Jack C. Fortnum  
Executive Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

**Exhibit  
No.**

**Exhibit**

4.12 Term Loan Credit Agreement dated July 10, 2015, by and among Ingredion Incorporated, the lenders signatory thereto, Bank of America, N.A., as Administrative Agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Sole Bookrunner and Sole Lead Arranger

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