

Ingredion Inc
Form 8-K
May 16, 2013

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): **May 15, 2013**

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)

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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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) The annual meeting of the company's stockholders was held on May 15, 2013. As of the record date of the meeting, 77,326,347 shares of common stock were issued and outstanding.

(b) At the annual meeting, the following matters were submitted to a vote of security holders. The number of votes cast for, against, or withheld and the number of abstentions and broker non-votes as to each such matter were as follow:

1. Election of Directors

The following nominees were elected to serve as directors of the company each for a term of one year and until his or her successor has been duly elected and shall have qualified or until his or her earlier death, removal or resignation with votes cast as follow:

Name	Votes For	Votes Against	Abstentions	Broker Non-Votes
Richard J. Almeida	61,657,662	540,398	789,769	5,540,902
Luis Aranguren-Trellez	48,735,402	13,267,356	985,071	5,540,902
David B. Fischer	60,186,759	1,483,393	1,317,677	5,540,902
Ilene S. Gordon	60,931,499	198,614	1,857,716	5,540,902
Paul Hanrahan	61,488,236	242,428	1,257,165	5,540,902
Wayne M. Hewett	62,285,574	273,435	428,820	5,540,902
Gregory B. Kenny	60,006,388	1,626,130	1,355,311	5,540,902
Barbara A. Klein	62,781,642	109,773	96,414	5,540,902
James M. Ringler	51,624,854	2,638,619	8,724,356	5,540,902
Dwayne A. Wilson	61,348,969	411,677	1,227,183	5,540,902

2. Advisory Vote on Compensation of Named Executive Officers

The votes cast on a proposal to approve, on an advisory basis, the compensation of the company's named executive officers as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative disclosures in the proxy statement for the company's 2013 annual meeting of stockholders were as follow:

Votes For	Votes Against	Abstentions	Broker Non-Votes
59,486,127	2,583,958	917,744	5,540,902

3. Ratification of Appointment of Auditors

The votes cast on a proposal to ratify the appointment by the audit committee of the board of directors of the firm of KPMG LLP as the independent registered public accounting firm of the company and its subsidiaries, in respect of the company's operations in 2013, were as follow:

Votes For	Votes Against	Abstentions
67,107,020	1,355,403	66,308

(c) Not applicable.

(d) Not applicable.

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: May 16, 2013

By:

/s/ Cheryl K. Beebe

Cheryl K. Beebe

Executive Vice President and Chief Financial Officer