Ingevity Corp Form 8-K January 10, 2018

organization)

UNITED STATES		
SECURITIES AND EXCHANGE COMMISSIO	N	
Washington, D.C. 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):	January 9, 2018	
INGEVITY CORPORATION		
(Exact name of registrant as specified in its chart	ter)	
Delaware (State of other jurisdiction of incorporation or	001-37586 (Commission File	47-4027764 (I.R.S. Employer Identification

Number)

No.)

5255 Virginia Avenue North Charleston, South Carolina 29406
(Address of principal executive offices) (Zip code)
Registrant's telephone number, including area code: 843-740-2300
Not Applicable
(Former name or former address, if changed since last report)
Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:
oWritten communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
oPre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
oPre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securitie Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company o
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition

period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act o

Item 8.01. OTHER EVENTS

In a press release issued on January 9, 2018, Ingevity Corporation (the "Company") announced the pricing of its previously announced private offering of \$300 million aggregate principal amount of senior unsecured notes due 2026. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information furnished pursuant to this Current Report on Form 8-K (including exhibits hereto) shall not be considered "filed" under the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference into future filings by the Company under the Securities Act of 1933, as amended or under Securities Exchange Act of 1934, as amended, unless the Company expressly sets forth in such future filings that such information is considered "filed" or incorporated by reference herein.

Item 9.01. Financial statements and exhibits

(d) Exhibits

Exhibit

No. Exhibit

99.1 Press release issued January 9, 2018

Forward-Looking Statements

This Current Report on Form 8-K contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward looking statements generally include the words "may," "could," "should," "believes," "plans," "intends," "targets," "will," "expects," "suggests," "anticipates," "outlook," "continues," "forecast," "prosposimilar expressions. Forward-looking statements may include, without limitation, the anticipated timing of the closing of the Offering or the Acquisition. Like other businesses, the Company is subject to risks and uncertainties that could cause its actual results to differ materially from its expectations or that could cause other forward-looking statements to prove incorrect. Factors that could cause actual results to materially differ from those contained in the forward-looking statements, or that could cause other forward-looking statements to prove incorrect, include, without limitation, risks related to the satisfaction of the conditions to closing the Acquisition (including the failure to obtain

necessary regulatory approvals) in the anticipated timeframe or at all, risks that the expected benefits from the proposed Acquisition will not be realized or will not be realized within the expected time period; the risk that the businesses will not be integrated successfully; significant transaction costs; and unknown or understated liabilities. These and other important factors that could cause actual results or events to differ materially from those expressed in forward-looking statements that may have been made in this document are and will be more particularly described in our filings with the U.S. Securities and Exchange Commission, including our Form 10-K for the year ended December 31, 2016 and our other periodic filings. Readers are cautioned not to place undue reliance on the Company's forward-looking statements, which speak only as the date thereof. The Company undertakes no obligation to publicly release any revision to the projections and forward-looking statements contained in this announcement, or to update them to reflect events or circumstances occurring after the date of this announcement.

EXHIBIT INDEX

Exhibit

No. Exhibit

99.1 Press release issued January 9, 2018

SIGNATURE

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.

INGEVITY CORPORATION (Registrant)

Date: January 10, 2018 By: /s/ Katherine P. Burgeson

Katherine P. Burgeson

Executive Vice President, General Counsel and Secretary