Cytosorbents Corp
Form 8-K
January 10, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

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 4, 2017

CYTOSORBENTS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**001-36792**	**98-0373793**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

7 Deer Park Drive, Suite K,

Monmouth Junction, New Jersey	**08852**
(Address of principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code: **(732) 329-8885**

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 (see General Instruction A.2. below):

¨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 8.01 Other Events.

In June 2013, CytoSorbents Corporation, a Delaware corporation (the "Company"), announced that the U.S. Air Force was funding a Company-sponsored, 30 patient, single site, randomized controlled human pilot study of the Company's CytoSorb® product to evaluate patients with severe trauma and rhabdomyolysis (the "Study"). The primary endpoint for the Study was myoglobin removal. Though the Company did not expect to receive material direct funding from this $3.0 million budgeted program, it was hoped that the Study would generate valuable data that could be used commercially by the Company or in the Company's future trauma studies.

However, because of the stringency of the inclusion criteria, and because of the patient mix seen at the single clinical trial site, the Study experienced difficulty in enrolling patients. In an effort to increase enrollment, in 2015 the Company amended the applicable Study protocol to modify the key inclusion criteria and expand the number of clinical trial sites. Unfortunately, these amendments did not result in increased enrollment. In December 2016, the Company contacted the Contracting Officer's Representative for the Study to discuss potential options and alternatives, including closing the Study. Due to the continued difficulty in enrolling patients in this Study and likelihood this would continue without significant modification to the protocol, the Company and U.S. Air Force determined to close the Study. This included notification of the San Antonio Military Medical Center (primary Study site) Ethics Committee, that occurred and was acknowledged on January 4, 2017. In addition, the Company is in the process of notifying the U.S. Food and Drug Administration that it will officially close the Study.

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.

Dated: January 10, 2017	CYTOSORBENTS CORPORATION
	By: /s/ Dr. Phillip P. Chan
	Name: Dr. Phillip P. Chan
	Title: President and Chief Executive Officer

ed information about the Company s pension and postretirement benefit plans, please refer to Note 9 of the Notes to the Consolidated Financial Statements included in the Company s Annual Report on Form 10-K for the year ended December 31, 2012.

The following table sets forth the components of net periodic benefit cost of the US and non-US defined benefit pension plans for the periods presented:

	Three Months Ended March 31,			
	US Plans		Non-US Plans	
(in millions)	**2013**	**2012**	**2013**	**2012**
Service cost	$ 2.0	$ 1.7	$ 2.4	$ 2.0
Interest cost	2.8	3.0	3.1	3.1
Expected return on plan assets	(4.6)	(4.1)	(3.0)	(2.7)
Amortization of net actuarial loss	0.5	0.5	1.2	0.9
Amortization of transition obligation			0.1	0.1
Net periodic benefit cost	$ 0.7	$ 1.1	$ 3.8	$ 3.4

The Company currently anticipates that it will make approximately $26 million in cash contributions to its pension plans in 2013, consisting of $12 million to its US pension plans and $14 million to its non-US pension plans. For the three months ended March 31, 2013, cash contributions of less than $1 million were made to the non-US plans. No cash contributions were made to the US plans in first quarter 2013.

The following table sets forth the components of net postretirement benefit cost for the periods presented:

(in millions)	Three Months Ended March 31, 2013	2012
Service cost	$ 0.8	$ 0.6
Interest cost	1.0	0.9
Amortization of net actuarial loss	0.3	0.1
Net postretirement benefit cost	$ 2.1	$ 1.6

8. Inventories

Inventories are summarized as follows:

(in millions)	At March 31, 2013	At December 31, 2012
Finished and in process	$ 533	$ 475
Raw materials	330	313
Manufacturing supplies and other	45	46
Total inventories	$ 908	$ 834

9. Accumulated Other Comprehensive Loss

A summary of accumulated other comprehensive loss for the three months ended March 31, 2013 and 2012 is provided below:

(in millions)	Currency Translation Adjustment	Deferred Gain/(Loss) on Hedging Activities	Pension Liability Adjustment	Unrealized Loss on Investment	Accumulated Other Comprehensive Loss
Balance, December 31, 2012	$ (335)	$ (17)	$ (121)	$ (2)	$ (475)
Losses on cash flow hedges, net of income tax effect of $4		(9)			(9)
Amount of gains on cash flow hedges reclassified to earnings, net of income tax effect of $6		(12)			(12)
Losses related to pension and other postretirement obligations reclassified to earnings, net of income tax effect			1		1
Currency translation adjustment	(22)				(22)
Balance, March 31, 2013	$ (357)	$ (38)	$ (120)	$ (2)	$ (517)

(in millions)	Currency Translation Adjustment	Deferred Gain/(Loss) on Hedging Activities	Pension Liability Adjustment	Unrealized Loss on Investment	Accumulated Other Comprehensive Loss
Balance, December 31, 2011	$ (306)	$ (35)	$ (70)	$ (2)	$ (413)
Losses on cash flow hedges, net of income tax effect of $16		(29)			(29)

Amount of losses on cash flow hedges reclassified to earnings, net of income tax effect of $2		5			5
Currency translation adjustment	36				36
Balance, March 31, 2012	$ (270)	$ (59)	$ (70)	$ (2)	$ (401)

The following table provides detail pertaining to reclassifications from AOCI into net income for the periods presented:

Details about AOCI Components (in millions)	**Amount Reclassified from AOCI Three Months ended March 31, 2013**	**2012**	**Affected Line Item in Condensed Consolidated Statements of Income**
Gains (losses) on cash flow hedges:			
Commodity contracts	$ 19	$ (6)	Cost of sales
Interest rate contracts	(1)	(1)	Financing costs, net
Losses related to pension and other postretirement obligations	(2)		(a)
Total before tax reclassifications	16	(7)	
Tax (expense) benefit	(5)	2	Provision for income taxes
Total after tax reclassifications	$ 11	$ (5)	

(a) This component is included in the computation of net periodic benefit cost and affects both cost of sales and operating expenses on the Condensed Consolidated Statements of Income.

18

ITEM 2

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

We are a major supplier of high-quality food and industrial ingredients to customers around the world. We have 36 manufacturing plants located throughout North America, South America, Asia Pacific and Europe, the Middle East and Africa (EMEA), and we manage and operate our businesses at a regional level. We believe this approach provides us with a unique understanding of the cultures and product requirements in each of the geographic markets in which we operate, bringing added value to our customers. Our ingredients are used by customers in the food, beverage, animal feed, paper and corrugating, and brewing industries, among others.

Operating income, net income and diluted earnings per common share for the first quarter of 2013 increased from the results of a year ago, driven principally by operating income growth in our North America and Asia Pacific segments. Our business performed well during the first quarter and we anticipate net sales and earnings per share growth in 2013.

We currently expect that our available cash balances, future cash flow from operations and borrowing capacity under our credit facilities will provide us with sufficient liquidity to fund our anticipated capital expenditures, dividends, and other investing and/or financing activities for the foreseeable future.

Results of Operations

We have significant operations in North America, South America, Asia Pacific and EMEA. For most of our foreign subsidiaries, the local foreign currency is the functional currency. Accordingly, revenues and expenses denominated in the functional currencies of these subsidiaries are translated into US dollars at the applicable average exchange rates for the period. Fluctuations in foreign currency exchange rates affect the US dollar amounts of our foreign subsidiaries revenues and expenses. The impact of currency exchange rate changes, where significant, is provided below.

For The Three Months Ended March 31, 2013

With Comparatives for the Three Months Ended March 31, 2012

Net Income attributable to Ingredion. Net income for the quarter ended March 31, 2013 increased to $110.8 million, or $1.41 per diluted common share, from $94.2 million, or $1.21 per diluted common share, in the first quarter of 2012. The results for the first three months of 2012 included after-tax restructuring charges of $2.5 million ($0.03 per diluted common share) related to our manufacturing optimization plan in North America and after-tax costs of $1.5 million ($0.02 per diluted common share) associated with our integration of National Starch.

19

Without the integration and restructuring costs in 2012, net income and diluted earnings per common share for 2013 would have increased 13 percent and 12 percent, respectively, from 2012. The increase in net income primarily reflects operating income growth in North America and Asia Pacific, driven principally by improved product selling prices. Additionally, a lower effective income tax rate and reduced financing costs contributed to our improved earnings.

Net Sales. First quarter net sales totaled $1.58 billion, up 1 percent from first quarter 2012 net sales of $1.57 billion. The increase in net sales reflects price/product mix improvement of 5 percent, which more than offset a 2 percent volume reduction and a 2 percent decline attributable to unfavorable currency translation associated with weaker foreign currencies.

North American net sales for first quarter 2013 increased 2 percent to $910 million, from $892 million a year ago. This increase reflects improved price/product mix of 5 percent, which more than offset a 3 percent volume decline. In South America, first quarter 2013 net sales declined 5 percent to $349 million from $368 million a year ago, as a 10 percent reduction from unfavorable currency translation and a volume decline of 3 percent primarily reflecting weak economic conditions and excess capacity in the brewery industry, more than offset improved price/product mix of 8 percent. In Asia Pacific, first quarter 2013 net sales increased 3 percent to $196 million from $189 million a year ago. The increase reflects improved price/product mix of 3 percent and a 2 percent benefit from favorable currency translation primarily attributable to stronger Asian currencies, which more than offset a 2 percent volume reduction. The volume reduction reflects the effect of the fourth quarter 2012 sale of our investment in our Chinese non-wholly-owned consolidated subsidiary, Shouguang Golden Far East Modified Starch Co., Ltd. EMEA net sales for first quarter 2013 increased 3 percent to $130 million from $126 million last year. This increase reflects a 5 percent price/product mix improvement and 2 percent volume growth, which more than offset unfavorable currency translation of 4 percent.

Cost of Sales and Operating Expenses. Cost of sales of $1.28 billion for first quarter 2013 was flat as compared to the prior year period. Higher raw material costs were offset by reduced volume, the impacts of currency translation and the impacts of continued cost savings focus. Currency translation caused cost of sales for 2013 to decrease approximately 2 percent from 2012, reflecting the impact of weaker foreign currencies, particularly in South America. Gross corn costs per ton for 2013 increased approximately 7 percent from 2012 driven by higher market prices for corn. Our gross profit margin for first quarter 2013 was 19 percent, consistent with the year-ago period.

First quarter 2013 operating expenses decreased slightly to $135.5 million from $136.2 million last year. First quarter 2012 operating expenses included $2.4 million of integration costs. Without the integration costs, operating expenses for first quarter 2013 would have increased approximately 1 percent from the prior year period. This increase primarily reflects higher compensation-related costs, partially offset by the impact of weaker foreign currencies and the favorable impacts of our continued cost savings initiatives. Currency translation caused first quarter 2013 operating expenses to decrease approximately 2 percent from a year ago. Operating expenses for first quarter 2013 represented 8.6 percent of net sales, down from 8.7 percent a year ago. Without integration costs in the first quarter of 2012, operating expenses would have represented 8.5 percent of net sales a year ago.

Other Income-net. Other income-net for first quarter 2013 was $5 million, consistent with the year-ago period. Other income-net primarily includes various miscellaneous tax and insurance recoveries.

Operating Income. First quarter 2013 operating income increased 9 percent to $175 million, from $161 million a year ago. First quarter 2012 included a $4 million restructuring charge associated with our manufacturing optimization initiative in North America and $2 million of costs pertaining to the integration of National Starch. Without the integration and restructuring costs in 2012, operating income for first quarter 2013 would have increased 5 percent from $167 million a year ago. This increase primarily reflects improved product selling prices. Unfavorable currency translation associated with weaker foreign currencies caused operating income to decline by approximately $6 million from the prior year period. North America operating income for first quarter 2013 increased 8 percent to $107.7 million from $100.0 million a year ago. This increase primarily reflects improved product selling prices. South America operating income for first quarter 2013 decreased 5 percent to $43.4 million from $45.6 million a year ago. Improved product price/mix largely offset the unfavorable impacts of higher local product costs; translation effects associated with weaker South American currencies (particularly the Argentine Peso and Brazilian Real), which had a $5 million unfavorable impact on the segment; and lower volumes due to soft demand from a weaker economy. Asia Pacific operating income for first quarter 2013 increased 13 percent to $23.0 million from $20.3 million a year ago, primarily driven by improved selling prices for our products. EMEA first quarter 2013 operating income increased 2 percent to $19.3 million from $18.9 million a year ago. The increase primarily reflects higher product selling prices and volume growth driven by improved demand for our products. Translation effects associated with weaker foreign currencies reduced EMEA operating income by approximately $1 million.

Financing Costs-net. Financing costs for first quarter 2013 decreased to $16.8 million from $19.5 million a year ago. This decline primarily reflects reduced interest expense driven by lower average borrowings and interest rates.

Provision for Income Taxes. The effective income tax rate for the first quarter of 2013 decreased to 29.2 percent from 32.4 percent a year ago.

On January 2, 2013, President Obama signed into law the American Taxpayer Relief Act of 2012 which retroactively extended into 2012 certain tax provisions that would have otherwise expired. As a result, our first quarter 2013 tax provision includes approximately $1.5 million of tax benefit related to the US research and development credit and Subpart F income recognition provisions, which lowered the global effective tax rate by 90 basis points.

The Company has requested a determination from a Canadian federal court regarding the tax treatment of a prior period transaction. It is reasonably possible that the determination could be received in the next 12 months. A favorable determination would result in a discrete tax benefit of approximately $4.5 million.

Net Income Attributable to Non-controlling Interests. The net income attributable to non-controlling interests for first quarter 2013 was $1.2 million, as compared with $1.5 million a year ago. The decrease primarily reflects lower earnings from our operations in Pakistan.

Comprehensive Income Attributable to Ingredion. We recorded comprehensive income of $69 million for the first quarter of 2013, as compared with $106 million a year ago. The decrease primarily reflects unfavorable currency translation, which more than offset our net income growth. The unfavorable variance in the currency translation adjustment reflects a weakening in end-of-period foreign currencies at March 31, 2013 relative to the US dollar, as compared to a year ago when end-of-period foreign currencies had strengthened.

Liquidity and Capital Resources

During the first three months of 2013 we used $30 million of cash for operating activities, as compared to the year-ago period, when we generated $29 million of cash from operating activities. The decrease in operating cash flow primarily reflects an increase in our investment in working capital, which more than offset our net income growth. Our working capital increase for first quarter 2013 was driven principally by an increase in inventory quantities, an increase in accounts receivable due to higher sales and the timing of collections, and a decrease in accounts payable and accrued liabilities due to the timing of payments. The first quarter 2013 usages of cash associated with working capital changes are expected to reverse during the remainder of 2013. We anticipate that we will generate cash from operations of approximately $700 million for the full year 2013.

Capital expenditures of $66 million for the first three months of 2013 are in line with our capital spending plan for the year. We anticipate that our capital expenditures will be in the range of approximately $350 million to $400 million for full year 2013.

We have a senior, unsecured $1 billion revolving credit agreement (the Revolving Credit Agreement) that matures on October 22, 2017. At March 31, 2013, there were no borrowings outstanding under our Revolving Credit Agreement. In addition to borrowing availability under our Revolving Credit Agreement, we also have approximately $479 million of unused operating lines of credit in the various foreign countries in which we operate.

At March 31, 2013, we had total debt outstanding of $1.81 billion, compared to $1.80 billion at December 31, 2012. The debt includes $350 million (principal amount) of 3.2 percent notes due 2015, $300 million (principal amount) of 1.8 percent senior notes due 2017, $200 million of 6.0 percent senior notes due 2017, $200 million of 5.62 percent senior notes due 2020, $400 million (principal amount) of 4.625 percent notes due 2020, $250 million (principal amount) of 6.625 percent senior notes due 2037 and $87 million of consolidated subsidiary debt consisting of local country short-term borrowings. The weighted average interest rate on our total indebtedness was approximately 4.3 percent for the first three months of 2013, down from 4.6 percent in the comparable prior-year period.

On March 20, 2013, our board of directors declared a quarterly cash dividend of $0.38 per share of common stock, a 46 percent increase from the previous quarterly dividend of $0.26 per share. This dividend was paid on April 25, 2013 to stockholders of record at the close of business on April 1, 2013.

We currently expect that our available cash balances, future cash flow from operations and borrowing capacity under our credit facilities will provide us with sufficient liquidity to fund our anticipated capital expenditures, dividends, and other investing and/or financing activities for the foreseeable future.

We have not provided federal and state income taxes on accumulated undistributed earnings of certain foreign subsidiaries because these earnings are planned to be permanently reinvested. Approximately $256 million of our cash and cash equivalents as of March 31, 2013

is held by our operations outside of the United States. We expect that available cash balances and credit facilities in the United States, along with cash generated from operations, will be sufficient to meet our operating and cash needs for the foreseeable future. It is not practicable to determine the amount of the unrecognized deferred tax liability related to the undistributed earnings. We do not anticipate the need to repatriate funds to the United States to satisfy domestic liquidity needs arising in the ordinary course of business, including liquidity needs associated with our domestic debt service requirements.

Hedging

We are exposed to market risk stemming from changes in commodity prices, foreign currency exchange rates and interest rates. In the normal course of business, we actively manage our exposure to these market risks by entering into various hedging transactions, authorized under established policies that place clear controls on these activities. These transactions utilize exchange-traded derivatives or over-the-counter derivatives with investment grade counterparties. Our hedging transactions may include, but are not limited to, a variety of derivative financial instruments such as commodity futures, options and swap contracts, forward currency contracts and options, interest rate swap agreements and treasury lock agreements. See Note 5 of the Notes to the Condensed Consolidated Financial Statements for additional information.

Commodity Price Risk:

We use derivatives to manage price risk related to purchases of corn and natural gas used in the manufacturing process. We periodically enter into futures, options and swap contracts for a portion of our anticipated corn and natural gas usage, generally over the following twelve to eighteen months, in order to hedge price risk associated with fluctuations in market prices. These derivative instruments are recognized at fair value and have effectively reduced our exposure to changes in market prices for these commodities. We are unable to directly hedge price risk related to co-product sales. Unrealized gains and losses associated with marking our commodities-based derivative instruments to market are recorded as a component of other comprehensive income (OCI). At March 31, 2013, our accumulated other comprehensive loss account (AOCI) included $28 million of losses, net of income taxes of $14 million, related to these derivative instruments. It is anticipated that approximately $25 million of these losses, net of income taxes of $13 million, will be reclassified into earnings during the next twelve months. We expect the losses to be offset by changes in the underlying commodities cost.

Foreign Currency Exchange Risk:

Due to our global operations, we are exposed to fluctuations in foreign currency exchange rates. As a result, we have exposure to translational foreign exchange risk when our foreign operation results are translated to US dollars and to transactional foreign exchange risk when transactions not denominated in the functional currency of the operating unit are revalued. We primarily use foreign currency forward contracts, swaps and options to selectively hedge our foreign currency transactional exposures. We generally hedge these exposures up to twelve months forward. At March 31, 2013, we had foreign currency forward sales contracts with an aggregate notional amount of $282 million and foreign currency forward purchase contracts with an aggregate notional amount of $124 million that hedged transactional exposures. The fair value of these derivative instruments was approximately $2 million at March 31, 2013.

Interest Rate Risk:

We occasionally use interest rate swaps and Treasury Lock agreements (T-Locks) to hedge our exposure to interest rate changes, to reduce the volatility of our financing costs, or to achieve a desired proportion of fixed versus floating rate debt, based on current and projected market conditions. At March 31, 2013, we did not have any T-Locks outstanding.

We have interest rate swap agreements that effectively convert the interest rate on our 3.2 percent $350 million senior notes due November 1, 2015 to a variable rate. These swap agreements call for us to receive interest at a fixed rate (3.2 percent) and to pay interest at a variable rate based on the six-month US dollar LIBOR rate plus a spread. We have designated these interest rate swap agreements as hedges of the changes in fair value of the underlying debt obligation attributable to changes in interest rates and account for them as fair value hedges. The fair value of these interest rate swap agreements approximated $20 million at March 31, 2013 and is reflected in the Condensed Consolidated Balance Sheet within other non-current assets, with an offsetting amount recorded in long-term debt to adjust the carrying amount of the hedged debt obligation.

At March 31, 2013, AOCI included $10 million of losses (net of income taxes of $6 million) related to settled T-Locks. These deferred losses are being amortized to financing costs over the terms of the senior notes with which they are associated. It is anticipated that $2 million of these losses (net of income taxes of $1 million) will be reclassified into earnings during the next twelve months.

Critical Accounting Policies and Estimates

Our critical accounting policies and estimates are provided in the Management s Discussion and Analysis of Financial Condition and Results of Operations included in our 2012 Annual Report on Form 10-K. There have been no changes to our critical accounting policies and estimates during the three months ended March 31, 2013.

FORWARD-LOOKING STATEMENTS

This Form 10-Q contains or may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company intends these forward-looking statements to be covered by the safe harbor provisions for such statements. These statements include, among other things, any statements regarding the Company s prospects or future financial condition, earnings, revenues, tax rates, capital expenditures, expenses or other financial items, any statements concerning the Company s prospects or future operations, including management s plans or strategies and objectives therefor and any assumptions, expectations or beliefs underlying the foregoing. These statements can sometimes be identified by the use of forward looking words such as may, will, should, anticipate, believe, plan, project, estimate, expect, intend, continue, pro forma, forec expressions or the negative thereof. All statements other than statements of historical facts in this report or referred to in or incorporated by reference into this report are forward-looking statements.

These statements are based on current expectations, but are subject to certain inherent risks and uncertainties, many of which are difficult to predict and are beyond our control. Although we believe our expectations reflected in these forward-looking statements are based on reasonable assumptions, stockholders are cautioned that no assurance can be given that our expectations will prove correct. Actual results and developments may differ materially from the expectations expressed in or implied by these statements, based on various factors, including the effects of global economic conditions, including, particularly, continuation or worsening of the current economic conditions in Europe and Argentina, and their impact on our sales volumes and pricing of our products, our ability to collect our receivables from customers and our ability to raise funds at reasonable rates; fluctuations in worldwide markets for corn and other commodities, and the associated risks of hedging against such fluctuations; fluctuations in the markets and prices for our co-products, particularly corn oil; fluctuations in aggregate industry supply and market demand; the behavior of financial markets, including foreign currency fluctuations and fluctuations in interest and exchange rates; continued volatility and turmoil in the capital markets; the commercial and consumer credit environment; general political, economic, business, market and weather conditions in the various geographic regions and countries in which we buy our raw materials or manufacture or sell our products; future financial performance of major industries which we serve, including, without limitation, the food and beverage, pharmaceuticals, paper, corrugated, textile and brewing industries; energy costs and availability, freight and shipping costs, and changes in regulatory controls regarding quotas, tariffs, duties, taxes and income tax rates; operating difficulties; availability of raw materials, including tapioca and the specific varieties of corn upon which our products are based; energy issues in Pakistan; boiler reliability; our ability to effectively integrate and operate acquired businesses; our ability to achieve budgets and to realize expected synergies; our ability to complete planned maintenance and investment projects successfully and on budget; labor disputes; genetic and biotechnology issues; changing consumption preferences including those relating to high fructose corn syrup; increased competitive and/or customer pressure in the starch processing industry; and the outbreak or continuation of serious communicable disease or hostilities including acts of terrorism. Our forward-looking statements speak only as of the date on which they are made and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of the statement as a result of new information or future events or developments. If we do update or correct one or more of these statements, investors and others should not conclude that we will make additional updates or corrections. For a further description of these and other risks, see Risk Factors included in our Annual Report on Form 10-K for the year ended December 31, 2012 and subsequent reports on Forms 10-Q and 8-K.

ITEM 3

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See the discussion set forth in Part II, Item 7A. Quantitative and Qualitative Disclosures About Market Risk at pages 46 to 47 in our Annual Report on Form 10-K for the year ended December 31, 2012, for a discussion as to how we address risks with respect to interest rates, raw material and energy costs and foreign currencies. There have been no material changes in the information that would be provided with respect to those disclosures from December 31, 2012 to March 31, 2013.

ITEM 4

CONTROLS AND PROCEDURES

Our management, including our Chief Executive Officer and our Chief Financial Officer, performed an evaluation of the effectiveness of our disclosure controls and procedures as of March 31, 2013. Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures (a) are effective in providing reasonable assurance that all material information required to be filed in this report has been recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms and (b) are designed to ensure that information required to be disclosed in the reports we file or submit under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. There have been no changes in our internal control over financial reporting during the quarter ended March 31, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 2

UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuer Purchases of Equity Securities:

(shares in thousands)	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that may yet be Purchased Under the Plans or Programs at end of period
Jan. 1 Jan. 31, 2013				3,385 shares
Feb. 1 Feb. 28, 2013				3,385 shares
March 1 March 31, 2013				3,385 shares
Total				

On November 17, 2010, our Board of Directors authorized an extension of our stock repurchase program permitting us to purchase up to 5 million shares of our outstanding common stock through November 30, 2015. The stock repurchase program was authorized by the Board of Directors on November 7, 2007 and would have expired on November 30, 2010. As of March 31, 2013, we had repurchased 1.6 million shares under the program, leaving 3.4 million shares available for repurchase.

ITEM 6

EXHIBITS

a) Exhibits

Exhibits required by Item 601 of Regulation S-K are listed in the Exhibit Index hereto.

All other items hereunder are omitted because either such item is inapplicable or the response is negative.

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 thereunto duly authorized.

INGREDION INCORPORATED

DATE: May 6, 2013	By	/s/ Cheryl K. Beebe
	Cheryl K. Beebe Executive Vice President and Chief Financial Officer	
DATE: May 6, 2013	By	/s/ Matthew R. Galvanoni
	Matthew R. Galvanoni Vice President and Controller	

EXHIBIT INDEX

Number	Description of Exhibit
11	Statement re: Computation of Earnings per Share
31.1	CEO Section 302 Certification Pursuant to the Sarbanes-Oxley Act of 2002
31.2	CFO Section 302 Certification Pursuant to the Sarbanes-Oxley Act of 2002
32.1	CEO Certification Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code as created by the Sarbanes-Oxley Act of 2002
32.2	CFO Certification Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code as created by the Sarbanes-Oxley Act of 2002
101	The following financial information from Ingredion Incorporated s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013 formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Statements of Income; (ii) the Condensed Consolidated Statements of Comprehensive Income; (iii) the Condensed Consolidated Balance Sheets; (iv) the Condensed Consolidated Statements of Equity and Redeemable Equity; (v) the Condensed Consolidated Statements of Cash Flows; and (vi) the Notes to the Condensed Consolidated Financial Statements.