

Ingevity Corp
Form 3
April 25, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

WestRock Co

(Last) (First) (Middle)

504 THRASHER STREET

(Street)

NORCROSS, GA 30071

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/25/2016

3. Issuer Name and Ticker or Trading Symbol
Ingevity Corp [NGVT]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

101 (1) (2)

I

Held by WestRock MWV, LLC
(3)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Edgar Filing: Ingevity Corp - Form 3

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
---------------------	--------------------	----------------------------------	----------------------------------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WestRock Co 504 THRASHER STREET NORCROSS, GA 30071	Â	Â X	Â	Â

Signatures

/s/ Robert B. McIntosh, SVP & General Counsel of WestRock Company By: Katherine P. Burgeson as Attorney-in-Fact

04/25/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is being filed in connection with the SEC's declaration of effectiveness of the Registration Statement on Form 10 of Ingevity Corporation ("Ingevity"), which describes the planned separation of Ingevity from WestRock Company ("WestRock").
Pursuant to Ingevity's Certificate of Incorporation (as amended), effective as of the close of business on the date set by resolution of the board of directors of WestRock as the record date for distribution of shares of Ingevity's common stock to holders of shares of WestRock's common stock (such time, the "Effective Time"), the 101 shares of Ingevity's common stock held by WestRock prior to the Effective Time shall, automatically by operation of law and without any further action on the part of Ingevity or WestRock, be subdivided and converted into a number of shares of validly issued, fully paid and non-assessable shares of Ingevity's common stock equal to the number of shares of common stock, par value \$0.01 per share, of WestRock, issued and outstanding as of the Effective Time.
- (2) These shares are owned indirectly through WestRock MWV, LLC, a Delaware limited liability company, which is a wholly-owned subsidiary of the Reporting Person.
- (3)

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.