

WILSON D MICHAEL

Form 4/A

February 22, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILSON D MICHAEL**

(Last) (First) (Middle)

5255 VIRGINIA AVE

(Street)

NORTH CHARLESTON, SC 29406

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Ingevity Corp [NGVT]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/20/2019

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

02/22/2019

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

President &amp; CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)     |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------|
| Common<br>Stock                       | 02/20/2019                              |                                                             | A                                    | Amount<br>(1)<br>70,932                                                 | \$ 0                                                                                                               | 124,409 (2)                                                             | D                                                                     |
| Common<br>Stock                       | 02/20/2019                              |                                                             | F                                    | 32,895<br>(3)                                                           | \$<br>117.07                                                                                                       | 91,514                                                                  | D                                                                     |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 0 (2)                                                                                                              | I                                                                       | David<br>Michael<br>Wilson<br>Grantor<br>Retained<br>Annuity<br>Trust |

# Edgar Filing: WILSON D MICHAEL - Form 4/A

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                 |       |
|---------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                     | Director      | 10% Owner | Officer         | Other |
| WILSON D MICHAEL<br>5255 VIRGINIA AVE<br>NORTH CHARLESTON, SC 29406 | X             |           | President & CEO |       |

## Signatures

/s/ D. Michael Wilson By: Katherine P. Burgeson as  
Attorney-in-Fact

02/22/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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) On February 20, 2019, the Compensation Committee certified the attainment of the performance goals for certain performance-based restricted stock awards ("PSUs"). The PSUs were settled with shares of common stock.
- (2) Reflects a change in the form of ownership of 10,611 shares from the reporting person's grantor retained annuity trust that were transferred to the reporting person's direct holdings. These shares were inadvertently omitted at the time of the original filing.
- (3) Shares withheld by the Company to satisfy tax withholding obligations related to the PSUs that vested on February 20, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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